

# Guide to Effective Proxies

Design with a Purpose

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

Featuring expanded ESG/HCM disclosures.

DFINsolutions.com

# INTRODUCTION

## DFIN pre-releases the ESG/HCM section of its full "Guide to Effective Proxies"

Interest on the part of a broad range of investors and other stakeholder groups in Environmental, Social & Governance (ESG) issues, Corporate Social Responsibility (CSR), and company sustainability is rapidly intensifying. A related issue of increased focus is Human Capital Management (HCM), increasingly seen as a significant driver of company success.

In addition to traditional concerns about company impact on environmental change, long-term or "permanent" investors want to understand the ESG-related risks and opportunities facing their portfolio companies, and how "sustainable" are these companies and thus the value of their investment. They are looking for decision-useful, quantitative information on ESG elements that are material for a given company, and for evidence of board-level governance of Environmental, Social & Governance (ESG) risks and opportunities. In the U.S., this is largely being driven by a range of institutional investors. Other influential interested groups include employees, customers, and the communities in which these companies operate.

In response to this interest, an increasing number of companies are publishing detailed CSR, CR, or Sustainability reports on their websites. Others are providing website information on these topics, but not in the form of formal reports. Many of these companies are incorporating highlights of this content in their proxies and referring interested readers to the full reports. Companies that have not yet published their initial reports or are in the final stages of preparing them, nevertheless are including some relevant ESG highlights in their proxies.

For the past years DFIN has included a section on "Environmental & Social Disclosure" in our widely utilized "Guide to Effective Proxies." Our 7<sup>th</sup> Edition, which we anticipate distributing in the early Fall, again will include this section. Over the past three years, this has been the most dynamic and rapidly evolving disclosure topic and area of client interest; rather than wait for its inclusion in the full Guide, we are pre-releasing this ESG/HCM section of the Guide so users can start to benchmark their proposed 2020 disclosures against a range of examples presented by other companies in their 2019 proxies.

# As with the full Guide, there are a range of approaches that companies are using in disclosures: some broad, others more detailed, some textual, and others more visual. The location of these disclosures often vary as well.

While many include these disclosures in the governance or risk management sections of their proxies, the inside front cover, the inside back cover, and the outside back cover of the document also can present useful locations for presenting summary "highlights." While you may consider some of these disclosures to be "best in class", our goal in presenting these is to show that there is a range of approaches. There is no "right or wrong"; rather what you feel works best for your company at any particularly stage of your sustainability journey is what matters.

We hope that you find this ESG/HCM mini guide useful.

# Environmental, Social & Governance (ESG)

Investors and other stakeholders increasingly, as part of a broader focus on Corporate Social Responsibility (CSR), are interested in a company's environmental impact, its own sustainability in the face of climate change, and related risks and opportunities. Many companies communicate their positions on these issues in Corporate Social Responsibility (CSR) or Sustainability reports typically hosted on their websites. Other companies provide such information but not in the form of a formal report. Increasingly, companies also are including discussions of their environmental impact and overall E&S and CSR efforts directly within the proxies thus reinforcing their commitment to environmental issues and demonstrate that these issues receive board-level attention.

Over the past three years, we have seen an acceleration in discussing these issues in proxies. Companies are taking a wide range of approaches, both in the topics about which they choose to communicate, how they use or include metrics, and even where they locate the disclosures in the proxy. We do not believe there are "right or wrong" approaches but rather that all companies can benefit from reviewing how other companies are approaching this rapidly evolving issue.



## AFFILIATED MANAGERS GROUP, INC. V our clients' privacy. Our Board of Directions provides rowsight of these ESG topics, and is committed to surporting the Company efforts to operate as a sound corporate client. We have a cross-functional Stantandully Committee with oversight responsible for projects and periodical control for diversionmental health and selvey, and section irisks. The Statianability Committee include members of our executive management team and reports to the Board of Directors at least annually. We believe that an integra approach to business strategy, corporate governance and corporate citizandly creates long-term value. The following summit, highlights certain of our policies and initiatives in these areas. To learn more, please see the "Responsibility" section of our webs Environmental, Social and Governance (ESG) Highlights milited to fostering and promoting an inclusive and globally diverse work environmen maj policies that forbid discrimination based on protected classifications o directors are female, representing 25% of the non-executive members of the Board Diversity and Inclusion ons pers of the Board Two directions are related, representing 2.5 with the indirection we interface of the board Maintaining privacy policies, management oversight, accountability structures and technology design processes to protect privacy and personal data Data security program is governed by a senior management committee that meets regularly and reports to the Board at least nunally. Privacy and Data Security AMG and The AMG Charitable Foundation both donate to a variety of non-profit organizations and community programs globally between the second provided and AMG encourages employees to volunteer serve on boards of non-profit organizations and supports employee gift-matching on-profit institutions Community Investment tor-profit institutions significant charitable gift in 2018 established The Sean M. Healey and AMG Center for LCS at Mass General ALS at Mass General Business Coduct and Ethics A stat Mass General Codes cal contributions and other restricted payments require full co lifical contribution and anticorruption laws otline for confidential reporting of any suspected violations Anti-Bribery and Corruption Policies Business Continuity Business continuity policies to ensure the safety of AMG's personnel, facilities business functions in case of natural disasters business functions in case of natural disasters Eleven Afflastes are signatories to the Utilet Nations Principles for Responsible Investm (UMPR) and five are signatories to the UK Stewarthip Code MCS U.S. read Biolatolin platform was significated are on of the top three "Most Additional Code and an experimental state of the top three "Most Additional Code and the Code and the Code and the Code and the products with "high" or "above average" ECS scores Princemental sustantiability factors are incoprated info AddS's assessment process for Responsible Investing prospective new Affiliates During 2016, completed AMG's first investory and secured third-party attestation of AMG's GMG Emissions and participated in the CDP Dimete Change Information Request Eminimate single-participated and the adverse first AMG's principal offices Programs to promote the procument of products and materials which have high concentrations of recycled materials Centrations of recycled materials mail weighting of ESG factors added to compensation determination process ong focus on corporate governance since AMC's inception, with best practic porate governance (see Governance Highlights on page 17) 23

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Sustainability and Corporate Responsibility Highlights The are committed to operating in a sustainable manner and being a responsible corporate citizen for the benefit of our customers, investors, employees, environment and the communities in which we live substainability points are composed and the substainability operations and the substainability points provides use operating and natural resources, strate, retain and motivary employees; and differentiate us from our steel and non-steel competitors. In April 2019, we issued our points are composed and the substainability deforts. We also disclose our steelinability operations provide use of the substainability deforts. We also disclose our steelinability operations provide use of the substainability deforts. We also disclose our steelinability operations the substainability appending direct emissions from owned or controlled sources, and reductions provide use the substainability deforts we also disclose our of substainability operations to the substainability appending the direct emissions from owned or controlled sources, and reductions to the substainability provides using the provide using the substainability for the substainability bencification and the substainability to an another the comparise of the substainability for the substaina

- Direct Oversight by the Corporate Sustainability Committee of the Board.
- Outperformed the domestic steel industry average in Occupational Safety and Health Administration ("OSHA") recordable injury frequency for eleven consecutive years.
- Tremendous volume of recycled material— steel is the most recycled material on the planet.

- planet.
   Another strong year for both air and water permit compliance.
   All steelmaking plants have ISO 14001 environmental management certification committed to enhanced greenhouse gas emissions reductions.



th ISG Principles

In ISO "Immorphic geometrates program is ensuring that we are responsive to our point of our corporate geometrates being includes. All our off the affects the Nermanian geometrates and the Board evaluate our governance practices against key institutional gin these frameworks are the Corporate Covernance Principles for U.S. Listed lighted by the Investor Stewardship Group (1957). ISG is a collective of some of the separate. As of the dead of the Provy Statement, ISG publicly discloses that is members to we Stal trillion in the U.S. equity markets. The following chart summarizes these ISG and Principles and our conformance with and committent to each principle.

ISG Principles	Implemented by AK Steel	Highlights of AK Steel Commitment to Principles
Board Accountability	~	Annual Board elections for all Directors Majority volting and tendered resignation upon failure to receive majority of votes cast Proxy access By-laws Extensive disclosure of corporate governance and Board practices
Voting Rights Proportional to Economic Interest	$\checkmark$	One share, one vote     No disparate voting rights
Responsiveness to Shareholder Proposals	$\checkmark$	<ul> <li>Stockholder outreach program</li> <li>Track record of responsiveness to stockholder feedback and proposals</li> <li>Independent Directors available to directly engage with stockholders</li> </ul>
Strong, Independent Leadership Structure	~	Independent Chaiperson with clearly defined and robust leadership role All Committees chaired by and comprised of independent Directors Regular "executive sessions" of the Board and Committees with independent Directors only Board periodically reviews leadership structure
Board Structure that Enhances Effectiveness	~	<ul> <li>Nine of ten Directors are independent Experienced, well-rounded, diverse Board membership Appropriate Committees and high level</li> <li>Direct Board and Committee dialogue with, and participation by, independent auditors and mid-level Management.</li> <li>Robust Annual self-evaluations by the Board and each Committee, including facilitation.</li> </ul>
Long Term, Logical Management Incentive Structures	~	<ul> <li>Combination of short- and long-term performance goals, with reasonable cash and equity mix, under Management compensation program Pay-for-performance compensation program with incentives linked to sustainable economic value creation</li> <li>Compensation plans clearly and fully disclosed</li> </ul>
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## BILITY AND CORPORATE RESPONSIBILITY

our Board and Corporate Sustainability Committee, we are committed to niner and being a responsible corporate oltzen for the benefit of our one, employee, environment and the communities in which we live and a are acting responsibly to serve these key stakeholders, openting portunities to grow or bubniess; lower our costs through the use of less surces; increase customer collaboration and loyality, attract, relain and like us form our steal and non-sele completion, among other benefits.

our 2018 Sustainability Report, which provides significantly increased rding our corporate-wide sustainability efforts and highlights our efforts to parting our corporate-wide subtanability efforts and highlights our efforts to surge diversity and industion, contribute to our communities, and the environment. We also disclose our steelmanding operations' menerable industry of the steel of the steel of the steel of the steel steel our steel of the steel of the steel of the steel of the disclosed our steel of the steel of the steel of the steel of the disclosed our steel of the steel of the steel of the steel our steel of the through Statement) can be found in the "Corporate Clicerahy" steel our steel of the steel our stee

es first and over time we have been the safest major steel company in balth and safety policies and programs are the correstone of our disripented into all of our disrip operations and activities. We ráporculay talest Our 2016 performance at our taleministic facilities (vaer-to-tale to the talet influency information currently valiable), massered as the bei injurise per 200,000 labor hours, was 0.64, which was more than two verage.



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## AMERICAN TOWER CORPORATION

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## AMGEN INC.

## Our Environmental Sustainability and Social Responsibility Efforts

## Environmental Sustainability We have demonstrated our commitment to environmentally responsible operations by reducing our impact on the environment in multiple areas of our global business.





Progress Toward Targets. Our 2020 sustainability targets are set in areas where we can make the most progress in reducing our environmental impact and business costs, including targets for reductions in fleet and facilities carbon, waste, and water use. Reducing Carbon Through Energy Conservation. Our carbon reduction strategy focuses on eliminating energy use, increasing energy efficiency, and increasing the proportion of energy used from renewable and alternative sources.

Internation in a Generation. Our next-generation biomanufacturing facility in Singapore dramatically reduces the scale and costs of making biologics, usatly reduces water and energy use, while maintaining a reliale, high-quelty, complicat supply of medicines. We broke ground on a next-generation biomanufacturing plant in the U.S. in 2018.

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

scoppart context measures guess. Accolades and Where to Find Further Information. In 2018, we earned placement on the Dow Jones Sustainability World Index for the fifth year in a row. Our Responsibility Highlights Report is available online at weave greener enclosen our billing.

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## Corporate Governance

Social Responsibility

Social Responsibility Inspruing prateria with nor infinited ring coverage to access the decisions they need to be a set of the set of the set of the programs and help patients in financial need access our medicines. Same Safety Merchandton support sampling patients in the U.S. harrins, by providing our medicines at the ord h. 2010, Durch Reid, a study in a set of the decision of the set of the set of the set of the set of the decision of the set of the set of the set of the set of the decisions in number of developing counties for patients in set. Ne also patient will be partiers access the medicines they need without decisions, and help patients access, as well as outcoments in prove population health and patient access, as well as outcoments access and nick-burg approaches that the directly link the prote of our before Settered Trough The Mergen Foundation, Inc., established Scherer Settered Theorem 1.

Redictives to their effectiveness: Science Telescience Through The Angen Foundation, Inc., established in Part Telescience Through The Angen Foundation, Inc., established In Part Telescience Telescience Telescience Telescience In Part Telescience Telescience Telescience Telescience to Angen Foundation has contributed more than \$3000 million to non-optical telescience Telescience Telescience Telescience and complement Angens's declaration bargering was in missing and involution ways. Micrower, Hrough what is now a sistem-speci-tication of the angen and the second telescience Telescience Telescience doubt biotechnology and drug discover, Additionally, He Angen Foundation seports the Angen Botech Experience, an invosative bring biotechnology into their classrooms. Additionally, the Angen Foundation seports the Angen Botech Experience, an invosative telence education program that employees high school tashcris bring biotechnology into their classrooms.

science education program that engrowins high school taskhers to bring biotechnology into their classrooms. *Our Community*, We have provided sapport following devastating disasters, including immediate relief for victims of Humicranes Forenee and Michesia and devastating widthers has boothern California, as well as a mass shooting in the community of Thousand Daks, California, the location of our Company headquarters. We also continue to provide support for reconstruction efforts in Puerto Rico following Humicrane Maria.

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"Corporate Governance" section of the "Investors Relations" page on the Company's website at <u>www.amnhealthcare.com</u>. We also make these materials available in print to any shareholder upon request. Our Board closely monitors corporate



## ANADARKO PETROLEUM CORPORATION

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AT&T INC.

## **AT&T Corporate Social Responsibility** 2025 Goals





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AT&T will enable carbon savings 10 times the footprint of our operations by enhancing the efficiency of our network and delivering curtainable delivering sustainabl customer solutions

We will work with our industry peers to develop and promote adoption of sustainability metrics that will transform the ..... cransform the environmental and soci impact of technology supply chains.

Our Supply Chain

develop initiatives, and collaborate with stakeholders to close the skills gap by increasing the number of Americans with high-quality, post-secondary degrees or credentials to 60%

Our Communities

We will invest resources,

## Awards, Ratings, and Rankings

Dow Jones Sustainability Indices









CDP





**ECARE** For more information and for a complete list of external recognition, visit att.com/csr



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### build a culture of inclusion and support the co ities where we live and work

ulture: Since becoming one BHGE team, we have been building our own unique culture that guides everything we and how we do It. In 2018, we continued on our culture journey and focused on integrating our teams, fostering an invironment of inclusion and enhancing our talent development approach, while making a positive impact on the ammunities around us.

ersity: We view diversity as a key driver for competitive edge and we cast a wide net to attract the top talent to rgy industry. We believe this starts at the top through a diverse slate of directors and our executive leadership te

munity Engagement: We drive sustainable benefits in communities where we do business through stockth agement, community service and charitable contributions. We have developed a robustemployee volunteer net contribute to organizations and norjects aligned with community focus areas and local needs. In 2018, employ tributed over \$285,000 in funding and 17,000+ hours in community service.

g on a Strong Foundation: We have a 10-year track record of improving energy efficiency and enhancin rency of our carbon disclosures. Our comprehensive approach extends across our operations the curring, logistics and transportation to energy management and sourcing.

tting to Zero: Through our long-term commitment of achieving net-zero CO<sub>2</sub> emissions by 2050, we are establishing addership role in low carbon technology. By improving our own operations, partnering closely with our customers of notarty stakeholders, and harnessing our technological expertise, we will be positioned to help shape the future the energy industry. This includes increasing the use of a broad range of energy sources and emissions reduction latives across monitaduring, supply-thin, logiblica, energy sourcing and generation.

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## sustainable future is grounded by sound governance, effective policies and guidelines, and th

ctecting people and the environment: Health, Safety and the Environment ("HSE") is part of everything we make d everything we do, and our employees are empowered to own exceptional HSE performance to make every day perfect HSE Day. A Perfect HSE Day is a day without injury whelch accidence or harm to the environment. We hieved 153 Perfect HSE Days in 2018, which is a 20% improvement versus 2017.

plete Compliance: We foster a culture of complete compliance through sound governance, effective policies and elines, and open channels of reporting. Our best-n-dass global ethics and compliance program is designed to end, detect, and agopticative prespond in a timely fashion to any potential violations of law, Brifle'S code of duct, The Spirit A The Letter, and other Company policies and procedures. In 2018, we rolled out the Completely epilant framework and provided resources to all employees across the organization.

ting Quality: We believe in doing the right thing every time, and delivering the best quality as well as the sat st, services, and processes in the industry. We work to ensure that everything we create is completed membership continues in the industry time work to ensure that everything we create is completed membership continues in the industry time of the ensure that everything we create is completed membership continues in the industry time of the ensure that everything we create is completed when the industry everytic our products and services to improve our performance and quality. We hour that Quality Day," a series of events across the globe dedicated to highlighting quality as a core non-negotion whom how all employees play a role to hubding and usualizing our regulator.

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## BANK OF AMERICA CORPORATION

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## RESPONSIBLE GROWTH

## **RESPONSIBLE GROWTH**<sup>(1)</sup>

We deliver on our purpose—to help make financial lives better through the power of every connection—through Responsible Growth. Environmental, social and governance (ESG) principles help define how Bank of Ample rables us to pursue growing business and contributes to the work we do to help dive the global economy. Our ESG leadership enables us to pursue growing business opportunities and manage risk associated with addressing the word's bugget environmental and social challenges. It defines how we deploy our capital and resources a particles, and help determine how and that social challenges us our lock in support of our values. Integrated across our eight lines of business, our ESG floxs reflects how we hold ourselves accountable and allow us to to create shared accesses with our cellers and communities.

accountable and allows us to create shared success with our clients and communities. Use management-well collobal ESG communities, which is led by on Vice Chairman Arene Finucane, is comprised of senior executives from across the company who are actively engaged in managing our ESG approach and strengthening our ESG business, including or human spatial management practices product and senior clients, and interaction shares well business business including or human spatial management practices product and senior clients, and interactions with the goal or creating a sustainable economy. The committee, which is accountable to the CED, convenes six times a year and reports regularly to the Corporate Goverance Committee.

In addition, Vice Charama Arene Finucaer and her team engage with stockholders, consumer advocates, community advisors, and other stakeholders for their advice and guidance in shaping our ESS policies and practices. In 2005, we founded our Vational Community Mixiony Council, a forum for senior leaders from social juscice, comsumer advocacy, community development, environmental, research, and advocacy organizations, and senior executives meet with the council at least twice annually for external propercisions on our builties spoiles, practices and products.

atmany ind external prospectives on our loanness protoces, protoces and products. ESG underscores how seeke (growth within our Risk Framework, including how we engage external stateholders and provide strong oversight of environmental and social risks that present themselves through our business activities. This includes the responsible products and services delivered to clearits; how we verulate business or popularities; and how we help enable soci progress and economic mobility in local communities around the work!. Utimately, through our commitment to ESG principles we build trust and recellity as a company popely want to work. Ori, invest in, and to business with.

## Deploying Capital for Sustainable Growth

One important aspect of our ESO forces is how see on help mobilite participants arenes the financial system to invesse the finor of capatit to adverse the margin optical calendarys howard and calculated by the United Nations Statistinabe Devolopment. Geals (SGOs), we refer to our efforts as **Capital Deportment**—how we contribute to the global need for sustainable Devolopment Howards (SGOs), we refer to our efforts as **Capital Deportment**—how we contribute to the global need for sustainable Devolopment Howards (SGOs), we refer to our efforts as **Capital Deportment**—how we contribute to the global need for sustainable **Devolopment** —how we contribute to the global need for sustainable the set of the set

Highlights of our Capital Deployment work in 2018 include

- Performance and Superson Revenue to the interact of the second se
- Community Development Banking: Provided more than \$4.7 billion in loans, tax credit equity investments, and other real estate development solutions to help build storag communities by financing affordable housing, charter schools, and economic development across the United States.
- Community Development Financial Institutions (CDFIs): Originated \$200 million in loans as part of our \$1.5 billion CDFI portfolio, which includes 255 CDFB, also known as local loan centers. This extends our ability to lend to communities throughout the U.S. to finance adfordable housing: small businesses, economic development protects, and other communities
- Blended Finance Catalyst Pool: In November 2018, launched a new financing initiative to provide \$60 million in capital to support deals that would ordinarily fall outside the scope of our Risk Framework, but by which, through our participation, we can drive significant leverage and impact.
- Philanthropy: Advanced economic mobility in local communities around the world by deploying more than \$200 million in philanthropic capital from the Bank of America Charitable Foundation. Company goals are aspirational and not guarantees or promises that all goals will be met. Statistics and metrics included in this "Responsible Growth" section are estimates and may be based on assumptions or developing standards. Content available at websites and in documents referenced in this are not incoopoutable thream and are not gard of this pany statement.

## BANK OF AMERICA 🧡

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## **BAXTER INTERNATIONAL**

# **Corporate Responsibility**

Corporate responsibility is fundamental to Batter's steepic approtons and supports its mission to save and sustain heas. The company is foculard on achieving top quartie results relate to bin dustry peers and other companitors across four dimensions: quality and patient safety, best gates to work, growth through innovation and nutury leading performance. Bacter's corporate responsibility strategic courses on the issues that matter most to be company in across with an issues of a dirategic page) and its state-holders. This strategy also reflects Bacter's assessment of where it may te able to have the greatest positive impact, and is reflected in Batter's Corporate Responsibility Priorities and Goals (which are set forth in Bacter's annual Corporate Responsibility Report and briefly rightighted below.

## Management and Board Oversight

Backer's Comparise Reponsibility Council compared of executives and subject matter experts from across the company, helps overse Backer's corporate responsibility strategies and leads the company's efforts to integrate corporate responsibility into the company's builties, Beginning in 2118, the UI Boud in one voldetion or company testing including a discussion related goals and industry trends) at least annually. Topics included in the Sequence 2016 discussion incorporated environment health and stellay and answer of Backer's phalenthropic contributions [constant when down and strategic goal discussion also included updates on the company's Best Pace to Work initiatives and Backer's diversity and inclusion efforts. sion and strategic goals). This

Previously, portions of these updates had been provided to the Quality. Compliance and Technology Committee. And pursuant to Baster's entranced stochooke regagement program. Baster directors and management have engaged in corporate responsibility discussions with creater Baster and the media discussions are shared with the entre Bast during Baster diverse responsibility updates and to the Corporate Governance Committee as part of its oversight of corporate governance matters generally bee "Exception Comparison" Comparison Biolassion and Annyaling—Summary—Schoolider Engineement for additional

## **Priorities and Goals**

ter has a long-standing commitment to responsible operations and corporate responsibility reporting. Baster is ever conscious of bjobal impact, including with respect to its employees, the communities to prepare in and the people who use its products. The pany believes that this an obligation to arsare that these commitments are reflected in and provide the state of porate Responsibility Priorities and Goals cover the following eight categories:



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Corporate Remonsibility

## **BB&T CORPORATION**

## Corporate Governance Matters

## Corporate Governance Practices

## Our governance practices promote board effectiveness and shareholder interests as set forth below

- BB&T Corporate Governance Pract BB3T Corporate Sovemance Practices Strong Board Refreshment Practices: CVD Board and Committees conduct self-assessments annually and rotation is considered annually. In addition, our mandatory retirement age for directors promotes further refess Voer a maiority of our board has a terrur of six years or less, including two directors elected in 2015. In addit Board elected a new Lead Independent Director in 2019, as well as a new Nominating and Corporate Governi Committee Chair and a new Trast Committee Chair.
- Proxy Access: Our bylaws provide for proxy access that allows a shareholder or group of up to 20 shareholders that has held at least 3% of our common stock for at least three years to nominate up to 25% of the Board (at least two directors) and have those nominees appear in our proxy statement, subject to notice and other specific requirements in our bylaws.
- Elimination of Supermajority Vote Provisions: In 2018, we eliminated the supermajority vote requirely laws.
- Independent Board of Directors: 13 of our 15 directors are independent, and our Audit, Compensation and N-and Corporate Governance committees are composed entirely of independent directors.
- Independent Lead Director: Our Lead Director serves an important governance function by providing strong leadership for non-management and independent directors. Corporate Social Responsibility Report: We publish annually on our website a Corporate Social Responsibility Report, highlighting our good stewardship of the natural resources entrusted to us, our promotion of our associates are communities web-sing, and our strong corporate governmane program. Our Nomitating and Corporate Governance Committe reviews and approves the Corporate Social Responsibility report annually and oversees culture and ethtics within BBST.
- Comprehensive Board Training: Our Board Skills and Training Program provides a formal framework support the directors' performance of their responsibilities as members of the Board and Board Committ
- Stock Ownership Guidelines: By requiring our CEO to own stock equal to 6x his annual salary and directors to own stock equal to 5x their annual retainer, we effectively align their interests to those of our shareholders.
- Pledging/Hedging of Shares: To reduce conflicts of interest, we prohibit hedging and significantly restrict pledging of our common stock by directors and Executive Management members.
- Majority Voting for Directors: All director nominees in uncontested elections must be elected by an affirmative vote of the majority of votes cast.
- Annual Elections: Each of our directors is elected for a one-year term expiring at the next Annual Meeting of Sharaholdare
- Clawbacks and Executive Risk Scorecard: We make all executive awards (cash and equity) subject to recoupr and also may utilize our executive risk scorecard to reduce incentive compensation for negative risk outcomes.

## BB&T's Culture

BLACKROCK INC.

We are very proud of our culture at BB&T, which has been deliberately developed and consistently articulated for more than 40 years. In a najidly changing and unpredictable world, we believe individuals and organizations need a clear set of fundamental principates to guide their adcina. At BB&T, we know on business will, and shoud, experience constant change Change is necessary for unpress. In any contest, our vision, mission and values, are unchanging because these principes are based on basic for unpress. In any contest, our vision, mission and values, are unchanging because these principes are based on basic for unpress.

We are a mission-driven organization with a clearly defined set of values. We encourage our employees, who we monly refer to as associates, to have a strong sense of purpose, a high level of self-esteem and the capacity to think

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## Nominating and Corporate Governance Committee Director Nominations

## The Nominating and Corporate Governance Committee is responsible for selecting as director candidates individuals who nonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who are exceed to be the most effective in serving the long-term interests of BBAT and its shareholders.

Descio maines are ecommediad to the Bard of Direction by the Montaling and Coporate Conventeo Commission to Montaling and Comparison Commission Commission consider analysis automatical by discriming and analysis of the temperature of the service of the service

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## IRECTOR QUALIFICATIONS

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A directive consideate is monimated to stand for election based on his or her professional experiance, at cipatical directivement in his or her mappedien field, an ability to contribute to our business, experiances in the willingness to make the commitment of time and directive regular do a BBAT indexione or an endend exter must be "mannically iterating," as defined by the Board, and should understand the initicacies of a pa to the hold particular directive and the strategiest of the strategiest and the strategiest of the the highest personal and professional effica. Are evidence in the mannecement of the strategiest of the strategies

As evidenced by the composition of our Board, the Nominating and Corporate Governance Committee is committed livershy and considers a variety of factors to ensure that the overall composition of our Board is appropriate, such as comparison and appropriate Govershy, noce, angefort and gate. An Board share and the livershare and the set of the committee and the committe

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# **BlackRock's Approach** to Sustainability

BlackRock believes environmental, social and governance issues have real financial impacts over the long-term. As we work to create better financial futures for clients, we strive to be a leader in the way we incorporate sustainability into our:



Sustainable Solutions

## Investment Processes

STMENT Processes BlackRock's perspective, business-relev inancial performance, and thus further inancial performance, and thus further inancial performance, and thus further inance construction, and stewards whance long-term risk adjusted returns. any's long-

## tment Stewardship

undertake all investment stewardship engage proxy otigin with the goal of protecting and rancing the long-term value of our clients' ass experience, sustainable financial performan clices, including risk management oversight unabalihy. Blackock's investment stewards agas with portfolio companies to encourage pro corporate governance and business practi ned with long-term financial performance.

Sustainable Solutions We define sustainable investing as the combination of traditional investment approaches with ESG insights to mitigate risk and enhance long-term return. With this in m many of our clients turn to BlackRock for sustainable investment solutions. Leveraging BlackRock's investment expertise and research, we help clients understand the var-risks and opportunities associated with sustainability fact with a range of prod **Business Operations** To deliver the best long-term outcomes for clients shareholders, we operate and invest in our busines focus on the long-term. This requires taking into a environmental, social and governance issues that the intervent over the long-term for ou



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## CORPORATE SOCIAL RESPONSIBILITY

CORPORATE SOCIAL RESPONSIBILITY

## Sustainable Business

Safeguarding Planet Earth for Future Generations: Our Product is Our Promise The Bioom Energy Server is the world's most efficient commercially available electric power solution. Our Energy Servers achieve an industry-leading 60%+ electrical efficiency. By contrast, the average coal-fired power plant converts only 33% of its energy into leadericity. Importantly, our platform generates electricity without combustion and emits virtually no air pollution.

We help our customers reduce CO2 emissions by displacing more carbon-intensive grid power. Today our platform, running on natural gas, produces nearly 60% less carbon emissions compared to the average of U.S. combustion power generation. Our Energy Servers can also utilize biogas as fuel to generate carbon-neutral electricity.

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To date, we have helped our customers avoid more than 3.5 billion pounds of CO2, equivalent to avoiding the emissions generated by burning 1.7 billion pounds of coal or those generated by an average non-electric passenger vehicle driving 4 billion miles.

## Offsetting the Need for Water-Cooled Power Generation

Thermal power plants require significant amounts of water for coding, In fact, the number one use of water in that U.S. is for coding power plants. Compared to considered and combined cycle startid age plants, cur Energy Servers require only a small amount of water on slartby and consume no water during normal operation. To produce one megawate phro four of a vare, thermoelectric power generation for the U.S. pid withdraws approximately 156 million galons of water more than our platform. Reduced water consumption can benefit icodu watersheds and avoid thermal politiciants in ceases and iskes.

## Reuse and Recycling

<u>House and Hexyclina</u> Bloom Energy Servers are designed with full product life cycle sustainability in mind. We maximize the reuse of components within our systems. End-of-life units are returned back to our manufacturing operation where components are infurbible and reused in the late's generation of our Energy Servers and excess and materials through the full life cycle of the product. Our focus is on reducing the generation of any general and full unding packaging wates of our systems and components. We work to reduce our cardboard and fearn packaging wastes for unsystems and components. We work to reduce our cardboard and fearn packaging wastes for unsystems and components. We work to reduce our cardboard and fearn packaging wastes for unsystem and recycle reduce our costs and minimizes our mpact to the environment

## Safety in our Operations

Safety in our Coerations Our management is fully committed to providing a safe working environment. We believe in the principle of 'safety first' and that all incidents are preventable. We foster an environment with nogoing integration of addey into all activities to eliminate lines and injurica. To active this, the Company has estabilished well regularly conducts. Gap Analysis' and develops safety goals and objectives and Key Parformanco indicators (KP1) for all incircinal business units of the Company on a safety and Key Parformanco is continuously more development and monitored to ensure all safety objectives are net and that safety performance is continuously more development's goal safety performance TRC (CTal Recordable Incident RARP) and OART (Days Away from Work, Days of Restricted Work Activity, Days of Jobo Transfer) rates in companion with similar industries is indicative of the busity and matus easily coulder.

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## CALIFORNIA RESOURCES CORPORATION

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## 2019 PROXY STATEM

## Other Governance Matters

## Shareholder Engagement

In 2018, we reached out to our largest shareholders, including those who held in aggregate over one-thin of our total outstanding shares, for meetings on corporate governance issues. In the meetings that we ramped, we discussed recent governance changes, board refershment and diversity practices, and compensation philosophy. We also asked about broader trends and practices on corporate governance for Board refeatives and consideration.

At the 2018 annual meeting, the Board submitted proposals to amend the Company's certificate of incorporation to reduce the current supermajority vote. Intresholds to majority votes. These proposals only received votes for approval form approximately 42% of the total outstanding shares, which were short of the 75% required approval threshold. However, we received feedback from our shareholder engagement meetings that we should resubmit these proposals for consideration at the 2019 Annual Meeting, so the Board has included these proposals in this proxy statement.

## Sustainability and Stewardship

In 2017, CRC consulted with its evolvticous state and community leaders, sustainability professionals and labor and/orserved product of the service of the s

In 2018, CRC adopted specific quantitative targets for the Sustainability Goals, and its 2018 Sustainability Report described those targets, the specific projects and teams assigned to each goal and the Company's progress toward meeting the goals. CRC has committed to report annually on its progress, which is specifically tied to the review of individual performance of Company executives, since our executives have an ability to advance the successful attemment of the Sustainability Goals. The Specific 2003 targets against a 2013 baseline and our progress through 2018 sustainability Report which is hosted on the Sustainability page (www.crc.com/sustainability and the 2018 Sustainability Report which is hosted on the Sustainability page. Our 2030 targets against a 2013 baseline are summarized below:

Water Goal -- Increase volume of recycled produced water by 30%.

Renewables Goal -- Integrate renewables into oil and gas operations by adding 10 MW from renewable

## Methane Goal -- Reduce methane emissions by 50%.

Carbon Goal -- Design and permit a carbon capture and sequestration system at Elk Hills by 2030 that would, if permitted, funded and installed, reduce GHG emissions by 30%.

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ESG



ANNEX A

## Corporate and Social Responsibility

ental, safety and security

The Boards of Directors of Carnival Corporation & plc established Board-level Health, Environmental, Safety & Security ('HESS') Committees comprised of four independent Directors. The principal function of the HESS Committees is to:

- assist the Boards in fulfilling their responsibility to supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives • sea and ashore: and
- at see and astrone, and comply with related legal and regulatory requirements relating to health, environmental, safety, security and sustainability.

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Chief Executive Officers of our brands attends the meetings of the HESS committees. res and

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

- In addition, Carnival Corporation & plc's HESS Policy describes our commitments to:
- In addition, Lamival Corporation & pics 1+Eso 1 roles y describes our commutenests to: or protecting the health, safety and security of our passengers, guests, employees and all others working on our behalt, thereby promoting an organization that strives to be free of injuries, illness and loss: the environment, including the manine environment in which our vasels as all and the communities in which we operate, striving to prevent adverse environmental consequences and using resources efficiently and sustainably: complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability frougbout our business activities; and a sasging health, environment, safety, security and sustainability matters the same priority as other officient business matters

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

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

Risk Advisory & Assurance Services ("RAAS") is Carrival Corporation & pic's internal audit department and is headed by the Chief Audit Officer, who reports directly to the Chairs of the Audit and HESS committees. The Chief Audit Officer date has a "dotted" reporting line to the General Counsel. RAAS conducts annual HESS audits of each brand's head office and each ship in our fleet. These audits are in addition to the audits performed by external Inhiroparty certification and regulatory audications.

## CARPENTER TECHNOLOGY



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Mr. Dee at jdee@cartech.com or 610-208-3423. Also, stockholders can contact Mr. Lain at tlain@cartech.com or 610-208-2210 regarding Investor Relations matrix

## How to Communicate with our Board of Directors

Tow to communicate while our board to infectors Stochidders and communicate with the based of Directors by sending a letter addressed to Carpenter Technology Board of Directors, do Corponte Secretary, 1735 Market Street, 18th Floor, Philadephia, PA 19103. Carpenter's Corporate Board committee or to any individual director or directors to whom the communication may be specifically directed. If the Board committee or to any individual director or directors to whom the communication may be specifically directed. If the appropriate, Stochholden and chemister adjuster and the communication, and will notify the sender if and as appropriate. Stochholden and one interestal parties may also communicate with the non-employee directions, appropriate. Stockholders and other interested parties may also communicate with m non-executive Chairman, or the Audit/Finance Committee by sending an email to boa

## Corporate Responsibility

ate citizenship that benefits the communities in which we live, work, and play

## **Community Relations**

We encourage enroll-yee volunteerism at all our locations through organized activities and by contributing to local charately organizations and educational efforts from working at the food partry, to taking children fahing, to participating in Relay for Life. Our employees are passionate about our communities and enjoy working together for the greater good.

## Carpenter supports our local communities by

- Promoting science and math curriculum design in public schools and providing scholarship funding to educational efforts, such as summer materials camps, science & engineering fairs, and STEM programs.
- Supporting the United Way and locally based non-profit organizations through monetary gifts and employee volunteerism.

## **Carpenter Safety Vision**

Above all else, the safety of our employees is Carpenter's top priority. It is the shared responsibility of every employee to actively participate in all aspects of the safety program and to strive for zero injuries. The hallmarks of our safety program are

- Dedicated leadership, accountability, and employee empowerment:
- Continual improvement plans (Plan-Do-Check-Act);
- Continual improvement pairs (Plan-Uo-Check-Act);
   Tools, resources, and education to improve total workplace safety and health; and
   A skilled; technology-driven workflorce that proactively assesses risks; strives to eliminate hazards, and integrates
  learning from incidents and near-misses to prevent further occurrences.

## Governance Policies and Practices

Corporate Governance Guidelines and Charters

Cerpenter's Corporate Governance Guidelines, as well as the charters for all the Board committees and our Code Business Coduct and Ethics, are evaliable on Carpenter's website at www.cartech.com. Copies will be mailed to aschridders upon written request to the Corporate Secretary, Carpenter Technology Corporation, 1735 Marter St 19th Floor, Philadelphia, PA 19103.

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## CENTURYLINK, INC.

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## CORPORATE GOVERNANCE

CenturyLink is committed to growing its business in a sustainable and socially responsible manner. We support the passions and interests of our employees, and empower them to be a positive influence in the world. We are prod to provide many opportunities to be good neighbors by volunteering time and tailent to support the causes that matter most to our employees and the support of the causes that matter most to our employees the support of the causes that matter most to our employees and the support the causes that matter most to our employees and the support the cause that matter most to our employees the support the cause that matter the support the support the cause that matter the support the cause that matter the support the cause that matter the support tha

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conversations with us about adding directors to the Board. As we initially announced in our press release dated February 19, 2019, we are engaged in constructive discussions with Southeastern regarding its suggested nominees. Currently, members of our Board are evaluating potential nominees. While we are confident that we will mutually agree upon a currently predict how long this process will take or its ultimate outcome.

Corporate Social Responsibility

To learn more about our wide-ranging CSR programs, please see our Corporate Social Responsibility Report posted on the "Community" section of our website at https:// www.centurylink.com/aboutus/community.html.

Strengthen the communities we save through philanthropy, volunteerism and support of local community initiatives Encourage employee volunteerism with added support through the Matching Time Grants program Provide employees with a method for continual giving to charlies they support Offer teachers and technology grants to pre-K to 12° grade teachers within our service areas, in support of STEM education Unite around our amual food drive for light hunger as an issue critical to our
communities
Maintain a CenturyLink Code of Conduct that lays the foundation for our ethics and compliance program Create and maintain through training an ethical business culture based on our unifying principles Maintain a 24/17 Integrity Line with a firm no-retaliation policy Focus on human rights throughout our global locations Train and reinforce anti-Bribery and fair competition principles; require all employees to adhere to all applicable anti-throley and anti-corruption legislation workdwide
Strive to build and operate energy-efficient networks and data centers Pursue sustainability initiatives that reduce energy, waste and materials consumption Engage our employees and suppliers in our sustainability efforts Establish and maintain sustainability metrics to measure and report on the results of our efforts

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www.cemuryimk.com/adoutaiccommunity.mm. CenturyLink's unifying Principles CenturyLink's with/we continue to grow, conduc-to condition upon which we continue to grow, condu-cation and the state of the state of the state upon which CenturyLink is built and inform our CSR inflatives. Those principles are: Entress, Honesty and Integrity. Commitment to Excellence, Positive Attude, Respect, Tash and Preventerne.

## CORPORATE SOCIAL RESPONSIBILITY AND POLITICAL ADVOCACY AND OVERSIGHT

## Climate and Sustainability Climate Chanae Strateav

- There is a growing need to manage climate risks globally and transition away from coal and oil to cleaner, less carbon intensive energy sources such as natural gas. Cheniere helps address this need.
- emerg you can save a second and the second s

# exemants'. To help us realize our vision and our opportunity to help address climate change, Cheniere has adopted a set of climate and sustainability principles which have been reviewed by the Board (<u>https://www.cheniere.com/corporate-responsibility/climat</u> sustainability) and foil soversight of our sustainability program:

- Science: Cheniere will promote and follow peer-reviewed science to assess our impacts, anchor our engagements, and determine our actions
   Operational Excellence: Cheniere will design and operate our facilities to reduce environmental impacts
- 3. Supply Chain: Cheniere will work with our partners to reduce environmental impacts throughout our supply chain 4. Transparency: We will communicate openly and proactively with our stakeholders

## Sustainability G

The Governance and Nominating Committee of the Board provides oversight of climate and sustainability policies and strategies Ine overnance and Nominating Committee of the Board provides oversight of climate and sustainability policies and strategies. Chemieer's sustainability instainables are managed by the Policy's Generment, and Public Affairs organization, led by the Seriori Vice President, Policy, Convernment and Public Affairs (a member of Chemiere's senior management team, reporting to our Chief Eacutive Office). Chemier's discitated climate and sustainability team is reportished for advising the executive Beach part of the Board on climate and sustainability reggrams and for their implementation. An enterprise-level steering committee and working group supports the development of the Corporate Social Responsibility ("CSR") report, and we plan to issue our inaugural CSR report in late 2019 or early 2020.

## Sustainability Engagement

- Cheniere engages on ESG issues including climate science and policy in the US and internationally In June 2018, we announced the formation of the Collaboratory to Advance Methane Science t understanding of methane emissions across the entire natural gas value chain
- Cheniere staff have published and/or submitted peer-reviewed papers on climate- related science
- Cheviere staff presented the consensus study report by the Manna Academy of Science' Committee on Anthropogenic Methane fmissions in the United States at the World Gas Conference in Washington D.C. In June 2018. Cheviere engloyees engage on climate and usualizability materia to the Sustainability Accounting Standards Roard's Star Advisory Group, Center for Climate & Energy Solutions, and International Petroleum Industry Environmental Conservation Association
- Key engagements carried out during the past year with local communities include
- community open houses a community advisory panel
- tribal outreach
- public presentations and events
- public safety briefings and workshops

- World Energy Outlook 2018 and 2017

## unity Investments

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IIIIIIIII or committed to being a responsible corporate leader in the communities where we operate and our employees live. We delive is promise by engaging in philanthropic activities that support Chenier's values, fostering strong community relationships and nicing employee satisfaction and engagement, and we strategically prioritize our investments by aligning with our business and

mmunky needs. offer several programs through which we can impact our communities, such as volunteer efforts, financial contributions and kind donations. We established the Cheniere Carer Foundation in late 2017, which is a non-profit dedicated to piving back to the mmunities in which we lear ad work. To 2018 we implemented overall other enhancements, including a form Udvinteer Nous IGs, an Employee Matching Gifts Program and a Cabbal Day of Giving for all employees. On our inaugual Cabbal Day of Giving we und up work? which exolutines it is call backliss. For the Houston Food Bank, we porceed a mobile food partial and pixele headby groceries to 368 Imilies in need; prepared 5,968 mode for an attenshop program through Jesepar's Kichten, and the 10,000 model through the Backpad Cabb Qisa program. One Shafer Past sense shorted the "Giving Fad" by tending Defense and clinicida, and delivering 100 mode to the addept, in Corput Chest, we sinstead the Cabba Part Bank attension 16,000 results 16,000 pounds to the addept, in Corput Chest, we sinstead the Cabba Part Bank attension 16,000 results 61,000 pounds of the added Qisa to present. Our State Part Bank Part Bank Part Bank attension 16,000 results 61,000 pounds to the addept, in Corput Chest, we sinstead the Cabba Part Bank Part

## 8 Community Investments Updates and Highlights

In a Community investments oppares and reigningsis 2018, we invested agrounding 524, million in support of local non-profit organizations. For us, education is key to stronger mmunities, in 2018, we presented agrounding to program, and a S1000 donation to the Mathina Buth National Literacy junctiation to the Universe Agroundingsing program, and a S1000 donation to the Mathina Buth National Literacy situation to provide scheduling for a string volume to any agries in the education in college, vocational program, are technical literacy and a string scheduling and the string scheduling scheduling and the string scheduling and the string literacy and scheduling and scheduling for a string volume to strunggle in the alternation of functione Harvey. To help with blind griefforts, Chemise chander 502 and D000 costal Beld Dibatter Recovery Group to prain and reconstruct homes in South kind donations and donation collection drives for military education and underserved youth.

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## litical Advocacy and Oversight

Instrust areover, and ouversignit Schemier's hold in the Company funds or a sets will not be used to make a political contribution to any political party or rididate. unless approval has been given by a compliance officer. The Chemier Energy, the Political Action Conmittee (the miner PAC) is a forum for employees to unlumity contribute to a four dhar supports the election of candidates to Company so support the principles of free entreprise, good government, a fair and reasonable business environment for the energy indus divo shares the Company's philosophy that energy diversity advances overall energy security. Decisions about contributions solid vio shares the Company's philosophy that energy diversity advances overall energy security. Decisions about contributions staffs chef and candidates are made by members of the Chemier PAC, with input from the Company's government affairs staff in aborgen. Decisions of the company's government affairs staff in aborgen. Decisions of the company's government affairs staff in aborgen. Decisions of the company's government affairs staff in aborgen.

al, Cheniere and Cheniere employees, through the Cheniere PAC and direct corporate funds, contributed less than \$1 million in to political parties and candidates.

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## CHEVRON CORPORATION

Board Nominating and Governance Committee governance structures and processes Conducts an annual evaluation of Chevron's governance practices with the help of the Corporate Governance Department Conducts an annual evaluation of Chevron's governance practices with the help of the Corporate Constructs an appendix of the construct of parent governance matters, relating topics such as barren and management succession planning, delegations of authority and internal approval processes, stocholder propositis and activity and Different and Activity topic such as a supersonance of the lil Board for consideration and action when appropriate Assists the Board in fulfilling. So versight of risk that may are an connection with Chevron's and practices and supporting processes for executive networks and develop Previews Chevron's strategies and supporting processes for executive networks and develop Reviews Chevron's strategies and supporting processes for executive networks and develop Reviews Chevron's strategies and supporting processes for executive networks builders and the social policy and the social of consideration and action when appropriate Assists the Board in fulfilling. Is oversight of risk that may area in connection with the social policy and the social and consideration supports and consolves builders and the social policy and the social and consolves and action when appropriate Assists the Board in fulfilling. Is oversight of risk that may areas in connection with the social policy and the social and the policy of the tom social consolves and the policy of the social policy and the social and the policy of the tom social and the policy appropriate Policy and the social and the policy of the tom and action when appropriate Policy and the appropriate and the policy of the tom action when the policy of the tom and policy and the tom construction and action when appropriate Policy and the appropriate and the policy of the tom and action when appropriate Policy and the construction and action when appropriate and appropriate Policy approprises to the full Board for construction and action wh

rd for consideration and action when ar

## board oversight of sustainability

Chevron operates using four environmental principies that empondiale marries include environmental imact in Additional environmental and process stafty issues are environmental inates in Additional environmental and process stafty issues are environmental inates in Additional environmental and process stafty issues are environmental and process stafty issues are environmental inates in Additional environmental inates in Additin Additional environmental inates in Addi

## director independence

Your Board has determined that each non-employee Director and non-employee Director nonnee is independent in accordance with the NYSE Corporate Governance Standard and that no material relationship exists with Dervon outfor than as a Director.

For a Director to be considered indexnot. The Baard must determine that the Director does not have any material relationship with Chorwor, other than as a Director. In making its determinations, the Baard adheres to the specific tests for independence included in the INTER Composite Governance Sollowing in Bonhise of Dearen Directors not with the last fiscal year are categorized jii ministrate to a determination of independence if the relevant transaction as conducted in the ordinary course Obusines.

a director of another entity if Chevron's discretion charitable contributions to that entity do not exce \$1 million or 2 percent of that entity's gross revenu whichever is greater, and if the charitable contributions as consistent with Chevron's phlanthropic practices; and

a relationship arising solely from a Director's ownership of an equity or limited partnership interest in a party that engages in a transaction with Chevron as long as the Director's ownership interest does not exceed 2 percent of the total equity or partnership interest in that other party.

## business conduct and ethics code

we adopted a code of business conduct and ethics for Directors, officers (including the Company's Chief Executive er, Chief Francial Officer, and Comptoiler), and employees, known as the Business Conduct and Ethics Code, which is sible on our website winverkervoncom and is available north upon request. We will post any amendments to the code a website. Directors, officers, and employees certify annually that they will comply with the code.

## environmental, social, and governance engagement

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Chevron's last Annual Meeting, an engagement team sting of senior executives, subject matter experts on mance, compensation, and environmental and social is (ESG Engagement Team), and, when appropriate, ndependent Lead Director have continued to lead our at stockholder outreach program.

## communicating with the board

Band Anninating and Governance Committee reviews interested party communications, including adobtider inquires field to non-employee Directors. The Comparte Secretary and Chef Governance Officer complex the communications narizes lengthy or repetitive communications, and regularly complex the communications received, the responses sent, ultre action, if any Al communications are available to the Directors.

sted parties wishing to communicate their concerns or questions about Chevron to the independent Le their non-employee Director may do so by mail addressed to the Lead Director or Non-Employee Direct Corporate Secretary and Chief Governance Officer, 6001 Bollinger Canyon Road, San Ramon, CA 945

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Board composition and Director skills/expertise

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This feedback was shared with the Board and its relevant Committees. For more information about these engagements, see the "Board Leadership Structure," "Independent Lead Director," and "Compensation Discussion and Analysis" sections of the Proxy Statement.

## CHURCH & DWIGHT CO. INC.

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# SUSTAINABILITY

Our Governance & Nominating Committee oversees our sustainability program. We maintain a strong heritage of commitment to people and the planet and believe that sustainable operations are both financially beneficial and critical to the health of the communities in which we operate. In 2018, we continued to progress on our commitment to robust and transparent environmental, social and governance practices. In addition, we continued to place considerable focus and effort on our supplier base through the execution of our responsible sourcing program. We place a high priority on operating in a responsible and respectful manner.

We have received various external recognitions for our continued progress in various areas of corporate responsibility, including inclusion in the 2018 Barron's Most Sustainable Companies list and the EPA's Green Power Partnership Too 100 list. In addition, the Company ranked in the Durker InstituteWSU Management Too 250 List while also ranking in the JUST Capital "America's Most Just Companies" list and the FTSE4Good Index Series.

Our global sustainability platform focuses on doing what's right in conducting our business to ensure that we preserve the environment for future generations and provide a safe and healthy working environment for colleagues while promoting the continued success of our commercial enterprise. Our global sustainability platform is derived directly from our organizational values and is a key component of our leadership strategy. At the core of our sustainability platforms:

- Brands—delight consumers with our brands and contribute towards a more sustainable world
- · Ingredients-provide safe and effective products for consumers and the environment
- Packaging—utilize consumer friendly and environmentally responsible packaging
- Employees and Communities—embrace the principles of good corporate citizenship and social responsibility within the communities we can impact
- · Environmental-minimize environmental impact of our global operations
- Responsible Sourcing—sets standards for our supplier's labor, health and safety, environmental and ethical practices

Each year we publish a Sustainability Report that highlights the intersection of our business and corporate responsibility commitments by reporting our financial, environmental, social, and governance performance. For more information regarding the Company's sustainability initiatives please see the "Responsibility" page on our more information.

We have also adopted Global Operating Guiding Principles as part of our Responsible Sourcing Program. The Global Operating Guiding Principles reflect our commitment to internationally recognize human rights and social standards in our supply chain, apply to all our employees and suppliers and are available on the "Responsibility" page on our website.

In 2005, we established the Church & Dwight Employee Giving Fund, Inc. (EGF), an employee-run giving yram, where employees' donations are matched dollar-for-dollar by us. Proceeds from the EGF primarily port charitable organizations in New Jersey and Estame Pennsylvania. Additionally, we contribute to erving nonprofits benefiting social and other charitable causes.

Church & Dwight Co. | 2019 Proxy Statement 25

## **CIENA CORPORATION**

Copies of our Principles of Corporate Governance and bylaws can be found on the "Corporate Governance" page of the restors" section of our website at www.ciena.com.

## Social and Environmental Responsibility

Social and Environmental responsibility We have adopted a number of practices and policies that highlight Clena's commitment to social and environmental responsibility and that seek to pornote sustainability in the operation of our business. These practices are designed to position Clena as a supplier of horize to our contenues, an employer of horize to our esisting and prospective employees, and a neighburges, and an eligiburges, and an eligiburges of choice to our contention. We have achieved and hold a number of horizets processour environmental landerad and hold a number of horizets processour environmental landerad and hold an number of horizets processour environmental landerad produces and oncyclakee, and we expect our suppliers and business partners to adhres to these requirements and to provide engineering a significant poportunity or development with respect to our practices and the origination of early business and have engineering as significant processource of the basis of dentifying areas of huse opportunity or development with respect to our practices and the origin significants.

We maintain the following applicable policies: Corporate Social Responsibility Policy

## We maintain a Corporate Social Responsibility Polcy that seeks to promote the operation of our business in an ethical and socially responsible way and that reflects our commitment to the corporate social responsibility principles laid out in the Responsible business Aliance Code of Conduct and the United Nations Grado Congact. In Each 2018, we issued our first Corporate Social Responsibility (CSR) Report, which is published on our website at www.ciena.com. Environmental, Health and Safety Policy

We maintain an Environmental, Health and Safety Policy that seeks to promote the operation of our business in a manner that is environmentally responsible and protective of the health and safety of both our employees and the public. Copies of these policies and related information can be found on the "Social Responsibility" page of the "About" section of our website at www.ciena.com.

Codes of Ethics

## Code of Business Conduct and Ethics

We maintain a Code of Business Conduct and Ethics that sets standards of conduct for all of Clena's directors, officers and employees. The Code of Business Conduct and Ethics reflects Clena's policy of dealing with all persons, including our customers, employees, investor, and supplies, with thorestly and integrity. A new employees are enclared to complete training on our Code of Business Conduct and Ethics, and we conduct recurring employee all matters with respect to our Code of Business Conduct and Ethics and peolic training and communication related bacella ba

## Code of Ethics for Directors

We maintain a Code of Ethics for Directors, which supplements the obligations of directors under the Code of Busin Conduct and Ethics and sets additional standards of conduct for our directors. The Code of Ethics for Directors outlines responsibilities of our directors with respect to their flouciary duties, conflicts of interest, treatment of confidential Clean information, communications and other compliance matters.

## Code of Ethics for Senior Financial Officers

In accordance with the Sathanes-Oxley Act of 2002, we maintain a Code of Ethics for Senior Financial Officers that is specifically applicable to Cients 2 Oxlef Executive Officer, Chief Financial Officer and Controller. Its purpose is to deter wrongdoing and to promote horest and ethical contuct, and comparison with the law, particularly as It relates to the maintenance of Cient's financial records and the preparation of financial statements filed with the SEC.

Each of these documents can be found on the "Corporate Governance" page of the "Investors" section of our www.ciena.com. Copies of these documents may also be obtained without charge by writing to: Ciena Corporatio Road, Hanover, Maryland 21076, Altention: Corporate Secretary. n 7035 Ridor

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## CITRIX SYSTEMS, INC.

## Corporate Responsibility

At Citrix, we are committed to improving the lives of our employees, customers, partners, shareholders, and the communities in which we live and work. We believe that a strong focus on corporate responsibility and conducting our business in an ethical, transparent and accountable way generates value for all our stakeholders.

Our approach to corporate responsibility encompasses the following initiatives: Diversity, Inclusion and Belonging, Corp-Citizenship, Sustainability, Supply Chain Oversight and Trust.

Cuentraly, a classification of the second se

 Executive Oversight Committee: Provides guidance, sponsorship, and thought leadership for company-wide diversity, inclusion and belonging initiatives; Diversity, Inclusion and Belonging Team: Team focused on

- Diversity, inclusion and belonging ream: ream focused of diversity, inclusion and belonging strategy development, initiative execution and measurement of outcomes that support our values and culture;
- -upport var varues and culture; Attracting Talent: A number of programs and initiatives enhance the diversity and inclusion experience for candidates and employees, including: attending National Society of Black Engineers, Fariyadoboss Women in Sales, and Grace Hopper conferences for employee development and talent attraction;
- Employee Resource Groups: 16 employee-run chapters around the globe that address career development, mentoring, advocacy, and networking for groups such as women, LGBTQ, Latino, veterans and black professionals;

Community Programs: Supporting and sponsoring diversity-focused scholarships, as well as programs designed to support women and veterans in pursuit of a technology areaer, including partnering with fürits Who Code by sponsoring attendees for the Girls Who Code Common permitting Descena and exacting Calls Who Code to provide the support of the common set of the Calls of the difference of the set of the common set of the context of the difference of the set of the set of the set of the difference of the set of the set of the set of the difference of the set of the set of the difference of th 

etrics: Leveraging industry benchmarks and third-party ta to better analyze our workforce representation. hiring

identify focus areas and improvement opportunities. Identity roccu areas and improvement opportunities; Executive and Exercise a submovement opportunities; Executive and Exercise situation of the exercise of

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 External Website: Highlighting our diversity and inclus and oversight committee mission statement, metrics, and oversignt committee mission statement, metrics, programs and achievements in a dedicated section or Citrix.com, for customers, partners, shareholders and potential employees.

We have been publicly recognized for our commitment to inclusion and diversity initiatives. Most recently, in 2017, 2018 and 2019, Citrix was designated as one of the "Best Places to Work for LGBT C paulity" by the Human Rights Campaign Foundation and received a score of 100 percent on the foundation Campan Foundation date runner. Campa the fou ition's Corporate Equality Index survey

To ensure that our President and Chief Executive Officer drives a diverse and inclusive culture, as part of our President and Chief Executive Officer's annual evaluation, he is evaluated on, among other thrings, his leadership of the business, which includes driving a diverse and inclusive culture.

mouses wrong a lowerse and mouse count. Bacad diversity has a log priority af Clin W. be before that a diverse memberahip with varying perspectives and tradit of experiment a in myotant attribute of a vari-Aucharong Board of Directors and will enhance the quality of the Board of Director's deliberations and decisions. As a result, the Nominating and Corporate Governance Committee of our Board of Directors continues the deversity of background and experiment of a director nomines inclusive at diversity of backedge, stalks, comprises and experimes, as well as, directors enhances of a director nomines inclusive at diversity of backedge, stalks, comprises and experimes, as well as, directors enhances, culture, through and groupsphy samong its members in the overall context of the compression of the Board of Directors as documented in nur Caroperate Governance Cudelities and our hominating and Compress discovernance Cudelities and our as documented in our Corporate Governance Guidelines and our Norminating and Corporate Governance Committee Darter. The Normiality and Corporate Governance Committee and the Board of Directors, including diversity of background and experience, as part of the annual Background Committee and the 2018, we added two new directors to the Board of Director set. He Hoggan and K. Kingmen, says of the continuing evolution and diversification of our Board of Director continuing evolution and diversification of our Board of Directors.

Total of 2 pages in section

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## Corporate Go Once a director has acquired a number of almest that statisfies such ownership multiple, such number of almest them becomes such director's minimum ownership requirement leven if his of rest relation increases of the fair market value of such almest subscience in the probability benefacial ownership includes RNAs herd by the director, shares in which the director probability of the proba el, Da Recoupment Policy. We have a rigorous, "no-fault" compensation recoupment policy that applies to executive officers and other senior leaders. other senior leaders. An<u>i-Heloging/Heloging Policy</u>. In 2013 Danaher's Board adopted a policy that prohibits any director or executive officer from pledging as security under any obligation any shares of Danaher Common Stock that he or she directly or indirectly owns and controls, except for any shares that were already pledged as of the time the policy was adopted. Cettain shares of Common Stock owned by Messas. Steven and Michel Rales were exempted from the policy because such shares have been pledged for decades, to share sine of cetta that reduce the need to sel shares for lengadiny papease. Hesses, Steven and Mitchel Rales acquired these pledged bahers in cash purchase transactions between 1983 and 1988, and did not receive them as compension or purchase them from Danaher. These pledged bahes don clocut toward the Comparis Stack owneds/p of its ongoing commitment to good corporate governance, or is into a set of Corporate Governance Guidelines and has also tendhar has also arfinited a code of business conduct and et Norwithstanding that these shares are exempted from Danaher's policy, as part of its risk oversight function the Audt Com of Danaher's Board regularly reviews these share pedges to assess whether such pledging poses an undue risk to the Con The Committee has concluded that the existing pledge arrangements do not pose an undue risk to the Company, based in par on its consideration of the following factors: • the amount by which the market value of the shares pledged as collateral exceeds the amount of secured indeb which the Committee believes is a key factor in assessing the degree of risk posed by the pledging arrangement o the number of shares and percentage of total outstanding shares pledged; and the 15% reduction since 2013 in the number of shares pledged by Messrs. Steven Rales and Mitchell Rales We use in instances since our a line instance paragraphic by meass, server needs as much reases. Distance points provides Davide directions and employees including executive directions from employing in any transactions investing a directive of a Davider security, including heating transactions of Davider's contracted by them may use a special memory and the security of the se Sustainability Following the sp off of Danaher's Fortive Corporation business in 2016. Danaher conducted a full su e spin-on of Laharier's Fortive Corporation business in 2U ro, Damanter Conducted a tai subsambionity materiany Which included gathering input form done of stakeholders, benchmarking our program against our pees, pionitizing our and developing a clear framework to guide our future efforts. As a result of this effort, three key pillars now underpill substainability program, reflecting what we believe are the most critical areas where our strategy and substainability

- anaher's sust oals intersect Innovation. This pillar addresses the direct contributions Danaher makes each day to advancing health and safety around the world Danaher's products and services fight disease, protect water and air quality, and improve access to healthcare in underserved areas. Danaher's research and development sponfing as a protentiation of sale was 62 (b). a 1021 Banaher held approximately 14,000 patents worldwide, underscoring our commitment to innovation.
- People This piller focuses on our most valuable resource for delivering these world-changing, often life-saving innovations— op eople. Due programs and initiatives that advance our associates' safety, professional ambitions and personal growth strengthen the communities in which we live and work, chemostrate our commitment to tokes with off the burly define our company. In 2018, 32% of our employees participated in our annual engagement survey, and on a year-over-year basis. Durant socies improved in each of the S3 survey ease. Affecting our continued commitment to divestiy and inclusion, we've traines more than 3,000 manages globally on how to build inclusive and diverse teams and leaders, and in 2015 for the fifth year in a the human hights Call's QLI our program and the our of the "See to Work to Call's QLI output".

- DANAHER 2019 PROXY STATEMENT 13

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RECTOR COMPENSATION

p INM encompasses now we work to increase use use of ausamatus, making and any of the providing our inits with the flexibility to pursue environmental sustainability in ways that best fit the needs of their control of the substantiant of the automation of the substantiant of the subs

ng energy use and waste generation. anaher's Nominating and Governance Committee has the authority and responsibility to c ality and social responsibility. as set forth in the committee's charter. At the management leve and General Counsel, who reports directly to our CED, has general oversight responsibility with ity and social responsibility, and its general counsible for reviewing and approving Danaher's statabable. ation about Danaher's sustainability efforts is included in our latest Sustainability Report available at

## orate Governance Guidelines. Committee Charters and Code of Conduct

mmimment to good corporte governance, our Board of Directors has codified its corporate governance propared Governance Quidelines and has also adopted virtien doriest for each of the committees of the adopted a codie of business conduct and ethics for directors, officers including our principal executive and principal accounting officient) and enjoyees, known as the Code Conduct. The Corporate Governance ash of the Audit, Compensation and Nominating and Governance Committees and Code of Conduct are engo — Corporate Governance" section of our volutes at http://www.admittee.com.



Total of 2 pages in section

## EDWARDS LIFESCIENCES CORPORATION

Edwards "Sustainability Report discusses our programs and practices designed to promote ethical business practices, good corporate governance, and the well-being and health of our environment, employees, and the communities in which we live and work. We conducted a comprehensive materiality assessment through engagement with internal and external stakeholdens that identified the usuationability project that matter more for the Company. Sustainability argency provide a snapshot of our environmental, social responsibility, and corporate governance data. Our Sustainability Report is posted on our vebsite at www.edwork.com under "About Us – Corporate Responsibility".



## 2017, changes were made to the director compensation program to align director pay with the peer median: qui I, changes were made to the director compensation program to align director pay with the peer median: eliminated the initial equily award granted to new nonemployee directors; eliminated the chinal equily award granted to new nonemployee director from 56,000 to 565,000; norrased the annual equily grant value from 520,000 no 5225,000; norrased the annual equily grant value from 520,000 no 5255,000; added an Audit Committee Charits from 520,000 no 5255,000; added an Audit Committee Charits equily if meetings exceeded 10 meetings for the Board, 10 meetings for the Audit Committee, or 7 meetings for the Compensation and Governance Committee. Director Compensation Table - 2017 e following table presents the 2017 compensation paid or awarded to each individual who served as a nonemployee rector at any time during 2017. The compensation paid to Mr. Musallem is presented in the "Executive Compensation" focusiers beginning on gage 42. Mr. Musallem does not receive additional compensation for this service as a director. Fees Earned or Stock Option Paid in Cash Awards Awards Total (\$)<sup>(2)</sup> (\$)<sup>(2)</sup> (\$) \$10,000 - -14,000 \$224,940 \$60,360 Cardis<sup>(3)</sup> Gallahue Gallabor 14,000 \$22,494 50,360 293,300 Ishiba: 13,000 224,940 0,360 318,300 Link 23,000 289,967 312,907 Link 28,907 292,937 292,937 Manch 69,000 224,940 0,292,937 292,937 Warsham 69,000 224,940 293,947 293,947 Vareshawk 33000 224,940 293,947 293,947 vareshawk 33000 224,940 293,947 293,947 vareshawk 33000 224,940 293,947 293,947 usjuu 224,940 = 293,940 al retainer fees and meeting fees for service as a director and a member of Bioard committees. Please see the "Retainers and Fee cludes retainer fees deferred into stock-based awards, as described in footnote 2 below. retainer fee deferred into a stock or option award, as the case may be, under the Nonemployee Directors Program (as define employee Directors Program (as defined

below). Mounted indicated in these columns reflect the aggregate grant-date fair value of the took award or option award, as applicable, granted to our momentjoyed meters during 2017 and determined under the principles used to calculate the grant and calculation toger (1) for a disconting on functional statements and methodologies used to value the award accounting standards. Calculation toger (1) for a disconting of the awardprinces and methodologies used to value the award reported in these columns) photers we the disconting standard for the awards and option of the awardprinces and methodologies and the value the award protect of these columns) photors we the disconting standards and option of the awardprinces and methodologies and the state of t subsets confidence in softer 1 as the "Notes to consolution statements" in the 2 of / Notical adjust, commplyne Direct Guily Awards' Blook for the part of the larval of coals to the coals adjust and the statements in the 2 of / Notical adjust, commplyne Direct Guily Awards' Blook for the part of the larval of coals to the coals of 2017. Mr. Carlor reinted from the Board on W1 / 12017 in accordance with the Company's director releases the loss.

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\$ 10,000 299,300



## ENTERGY CORPORATION

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For the 3<sup>rd</sup> consecutive year, Entergy was recognized as one of the most community-minded companies in the United States by Points of Light, the world's largest organization dedicated to volunteer service. Entergy was ranked first in integration, which measures how closely a company ties community stewardship to the success of its business operations.

## **CEO Pay Ratio**

Cur CEO pay ratio was calculated in compliance with the requirements set forth in Item 40xiLo of Regulation S-K Absent significant change to aur employee population or changes in compensation practices that would render past calculations inadequate, SEC rules permit the use of the same median employee for up to three years. Given the lack of changes to FIS employee population and compensation practices during fiscal year 20x8 that would significantly affect the pay ratio. FIS is using the same employee as find and yafes and the median employee for the purposes of the pay ratio. We identified the median employee using our employee and find employee for the purposes of the pay ratio. We identified the median employee using our employee and so of October 1, 20x7. To identify the median employee, we applied our consistently applied compensation to employees that identified populations. Our consistently applied compensation measure across the identified populations country in which the employee is employed and this definition was applied consistent within each country for the fiscal year 20x7. We then calculated the median employees compensation for the fiscal year 20x8 in the same manner as the named executive officers in the Summary Compensation Table.

For fiscal year 2018, our median employee compensation was \$46,929, Our chief executive officer compensation was \$18,442,398, Accordingly, the ratio of the annual total compensation of our CEO to that of our median employee a sprovimitely 3331.

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

## Corporate Social Responsibility

FIS believes in making a positive impact on the world around us through corporate responsibility. We are committed to operating with integrity, contributing to our surrounding communities, promoting diversity and inclusion, empowering our employees and preserving our natural resources. Data security and protecting our clents privacy are also critical areas of focus within our organization. Our Corporate Governance and Nominating Committee oversees our Corporate Social Responsibility programs.

We have built our Corporate Social Responsibility strategy around five key areas. Operating Responsibility. Workplace Responsibility, Financial Responsibility, Environmental Responsibility and Community Responsibility. These key areas adjust with our mission and overall attracting plant.

## Operating Responsibility

We recognize the importance of building the trust of our investors, customers, vendors and suppliers. To earn this trust, we have implemented a comprehensive governance structure that meets or exceeds the requirements of applicable laws, regulations and rules. It has VSE's things standards and the expectations of our investors.

Our Corporate Governance Guidelines, Code of Business Conduct and Ethics and overall corporate governance structure reflect this commitment. See page 64 for further details and a description of these policies. To help strengthen our Code of Business Conduct and Ethics we provide an anonymous and confidential ethics and compliance holline to hear our employees' suggestions, concerns or reports of misconduct.

We are committed to respecting human rights and establishing high ethical standards across our Company. The U.K. Modens Sizery Act of 2015 requires companies carrying on business in the U.K. bughsha a tatament, describing steps taken to ensure modern forms of slavery and human trafficking are not taking place in the company's business operations and supply chains. In 2021, you published a Modern Slavery Act Transparency Statement in accordance with the requirements of the U.K. Modern Slavery Act Transparency.

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## FORTIVE CORP



## FREEPORT-MCMORAN INC.

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## Ongoing Dialogue Regarding Social and Environmental Sustainability

Congoing Dialogue Regarding Social and Environmental Sustainability Nor takeholden same on work ture is hold serie a social prozee and hing politive contributions to backly here takeng-term. We also recognize that, as a mining company, our work impacts the environment and communities any particum series of the same social prozee and the politive contributions to backly alongside communities any particum series of the same series of the same series of the same alongside communities any particum series of the same endingside communities any particum series of the same series of the same series of the same series and star sites, teacher series, inquiries via and through multi-stacholder instructures. Through these is negative these insignment engagement engagement engagement transmitters. Through these engagement engagem

- health, safety and fatality preventior
- · programs to respect human rights
- responsible production and sourcing of materials
  tailings management
- community development
- environmental management
   climate-related impacts
- transparency of government payments
- labor relations

NAUVI TEARIONS
 In 2018, our corporate team engaged with over 100 investor organizations, sustainability analyst firms, banking institutions, no-governmental organizations, and multi-sector company sustainability teams regarding our sustainability teams regarding our sustainability teams regularity engage locally with community stakeholders, development institutions and civil society organizations. Dur corporate team ado words clearly with community stakeholders, development institutions and civil society organizations. Dur corporate team ado words clearly with community stakeholders, development institutions and civil society organizations. Dur corporate team ado words clearly with com commodity sale department to engage both downstream customes and internations are engaged via community functions. Formal giveneous products within the value chain. Annually, hundressi of entities are engaged via community laison officer interactions, workshops, participatory group panels, town hall meetings and specific surveys. We believe that effective stakeholder engagement can help reduce sustainability-related risks and enable us to continue to deliver positive contributions to society.

## Commitment to Responsible Tailings Management

Committeent to Responsible Tailings Management In 2019, there has been increased interest from various comparizations on our tailings management program, including the types of impoundments we manage within our portfolio. Our senior management team participated in several engagement sessions with a tocholders in early 2019 regarding our tailings management program. Affiliates of our company currently operate 19 tailings storage facilities (17 in the United States (U.S.) and 2 in Penu) and manage 55 (all in the U.S.) that are inactive or reclamed. Our subidiary. If Preport Indensity of PFI operates a controlled riverine tailings management system, which is the best site-specific management alternative given the challenging physical and environmental conditions of the project area, which include steep mountarious terrain in a remote area of Indonesia that receives considerable initial. Through our tailings management and stewardship management oversight to exsure that these facilities are designed, buil, operated and monitoret on minimize into the employees, neighboring communities and the environment. These steepards generally fall within four catepories (1) engineering and design (2), rigorous atherence to construction and operational parameters through monitoring. (3) multi-tiered oversight and (4) adherence to practices grounded in continuous improvement and learning from past sequerises, including industry failures. We have a strong commitment from our load and executive management team to commit the necessary resources to protect safely.

Freeport-McMoRan | 2019 Proxy Statement 5

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## Garrett

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- The Audit Committee reviews and discusses, with management as appropriate, our major financial and enterprise (including cybersecurity) risk exposures, risk assessment and risk management policies; (Including cybersecurity) the exposures, is a substantient and in management polynomia. The Compensation Committee, in approving and evaluation the Company's executive compensation plans, polici and programs, takes into account the degree of risk to the Company that such plans, policies and programs may create, and
- Urance and The Nominaling and Governance Committee assists the board in fulfiling its oversight responsibilities with ret to the management of risks associated with Board organization, membership and structure, succession planni our directors and executive afficers, and our overall governance structure, and also by reviewing our Code of Conduct, which creates a foundation for our compliance program.

Our Board does not believe that its role in the oversight of our risks affects the Board's lea

## Corporate Sustainability

Garret's corporate responsibility is an important priority for the Company and the Board. The Board is responsible for promoting the exercise of responsible corporate citizensing and monitoring adherence to Company standards. The Nominating and Governance Committee reviews and addresses with the Board the Company's policies and programs relating to compliance with its Code of Conduct, health, safety and environmental matters, equal employment opportunity and other relevant matters requarding Garret's role as a responsible corporate citizen.

## Commitment to the Environment

Garrett believes that in order to grow as a Company, we must work to have a positive impact on the communities that sustain us. We must work to respect and protect not only the communities where we live and work, but also the

Garrett articulates its commit

- Garrett articulates its commitments to health, safety and the environment, and to social considerations in communities in which it operates, in its Code of Conduct which can be found on our website at www.garrettmodoco.cm uicer investors-Leademba & Sovemanice: A gar of the commitment. We minimate the environmental footprint of our operations through efforts to safeguard natural resour wasts. Increase energy and water efficiency and reduce emissions of harding bollizants:
- Health safety and the environment are an integral aspect of the design of our products, processes and services, and
  of the lifecycle of our products;
- Our management systems apply a global standard that provides protection of both human health and the environment during normal and emergency situations;
   Our serior leadership and individual employees are accountable for their role in meeting these commitmen
- We measure and periodically review our progress and strive for continuous improvement

## Prohibition of Hedging or Pledging the Company's Securities

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

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

2019 Proxy State

## GATX CORPORATION

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## V **GENERAL MILLS INC.** CORPORATE GOVERNANCE biodiversity, we are collaborating to establish polinator habitats and support bee research. We are partnering with the U.S. Department of Agriculture and The Xareos Society on projects to establish and protect more than 100,000 acres of polinator habitat in the U.S. by the end d 2021. To make propess lowed fleatilities roal and more sustainable agriculture, we are working with fimmers, NGOs and inclusty partners, and we habit hittlinks. Water Stewardship: We are working to champion the development of water stewardship plans for the company's most important and at-risk watersheds in our global value chain by 2025. We focus on 8 priority watersheds across our worldwide operations. Improving Ecosystems: We are committed to improving the health of ecosystems in our supply chain through a number of different efforts, with a focus on polinator and soil health. To advance Sustainability Highlights Our sustainability efforts cover the full range of our supply chain – from sourcing ingredients to providing millions of meals through food donations. Our sustainability and corporate social responsibility achievements, some of which are highlighted below, help us strengthen our business, brands and the communities we serve. Upstream 80% U.S. retail sales volume nutriti improved since 2005 Facilities worldwide audited and/or certified for food safety by independ 2<sup>rd</sup> parties 2nd Largest U.S. organic fo 47% U.S. mana 30 million Meals enabled through food \$3.25M+ Percentage of U.S. work ISS Accolades A-CDP Clim rating #11 FTSE4Good CDP Wate rating and Social Quality Scores ne's 100 Bes GENERAL MILLS. INC. - Notice of 2018 Annual Meeting of Sharel Iders and Proxy Statement 23

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## GENERAL DYNAMICS CORPORATION

DODATE COVERNANCE HICHLICHTE

Proxy Summary

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	GOVERNANCE PRACTICE	FOR MORE INFORMATION
S TO CK O WHERS HIP	<ul> <li>Market-leading stack ownership requirements for our executive officers require them to hold states of our Common Stack worth eight to 15 times base salary. Director stack ownership guidelines provide that our directors should hold stares of our Common Stack having a value of at least eight times the annual retime.</li> </ul>	P. 44
STOCK	<ul> <li>We prohibit hedging and pledging of our Common Stock by directors and executive officers.</li> </ul>	P. 44
	<ul> <li>Thoughtful Board refreshment, with seven directors added over the past five years.</li> </ul>	P. 2
	<ul> <li>An independent Lead Director with a robust set of responsibilities is elected annually by the Board and provides additional independent oversight of senior management and board matters.</li> </ul>	P. 15
	<ul> <li>Ten of our 11 director nominees are <i>independent</i>. All of our Board committees are chaired by independent directors and are 100 percent independent.</li> </ul>	P. 16,17
an an	<ul> <li>Our non-management directors meet in executive session, without management present, following each regularly scheduled meeting, presided by the Lead Director.</li> </ul>	P. 17
20	<ul> <li>Our directors attended 100 percent of board and committee meetings in 2018.</li> </ul>	P. 17
E SOL	<ul> <li>Diligent Board oversight of risk is a cornerstone of our risk management program.</li> </ul>	P. 19
BOARD STRUCTURE AND GOVERNANCE	<ul> <li>Annual Board and committee self-assessments enable the Board to monitor the performance and effectiveness of the Board and its committees.</li> </ul>	P. 20
	<ul> <li>Our related person transactions policy ensures appropriate Board review of related person transactions.</li> </ul>	P. 21
	<ul> <li>Our directors are elected annually based on a majority voting standard for uncortested elections. We have a resignation policy if a director fails to receive a majority of votes cast.</li> </ul>	P. 67 Bylaws*
	<ul> <li>Our directors are restricted in the number of other boards on which they may serve to prevent overboarding.</li> </ul>	Corporate Governance Guidelines
	Our updated Corporate Sustainability Report discusses our ethos, our commitment to our	www.gd.com/Responsibility
	stakeholders and communities and our commitment to diversity and inclusion.	
CORPORATE RESPONSIBILITY	<ul> <li>Our ethics program includes strong Codes of Ethics for all employees globally, with specific codes for our directors and financial professionals.</li> </ul>	Standards of Business Ethics and Conduct** Codes of Ethics**
CORP TESPON	<ul> <li>Disclosure of our corporate political contributions and our trade association dues describes the process and oversight we employ in each area.</li> </ul>	www.gd.com/AdditionalDisclosur
	<ul> <li>We have a strong corporate commitment to respect the dignity, human rights and autonomy of others.</li> </ul>	Corporate Sustainability Report**
	<ul> <li>Our shareholders have the ability to nominate director candidates and have those nominees included in our proxy statement, subject to meeting the requirements in our Bylaws, a shareholder right known as proxy access.</li> </ul>	Bylaws*
SHAREHOLDER RIGHTS	<ul> <li>We do not have a shareholder rights plan, or poison pill. Any future rights plan must be submitted to shareholders.</li> </ul>	Corporate Governance Guidelines
SHAR B	Our shareholders have the right to request a <b>special meeting</b> of shareholders.	Bylaws*
	· Voting rights are proportional to economic interests. One share equals one vote.	Certificate of Incorporation*
	rporate Governance Guidelines, Certificate of Incorporation and Bytaws are available on our website at wa andards of Business Ethics and Conduct, Codes of Ethics and Corporate Sustainability Report are available of com/Resconsbillity.	



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## GOLDMAN SACHS GROUP INC.

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## **GOODYEAR TIRE & RUBBER COMPANY**

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## HERBALIFE NUTRITION LTD.

# reviews compensation practices and policies to confirm that they do not encourage excessive risk-taking. Management regularly reports on these risks to the relevant committee or the full Board, as appropriate, and

## Herbalife Nutrition corporate social responsibility program

The other is the second point of point of point responsible therability function is leading the nutrition industry in a variety of ways including through our corporate social responsibility programs that are focused on nutrition and building thrwing and vibrant communities. With close to forty years of experience in the nutrition industry, the full force of the Company's experitive is directed at improving unlerable populations. Likewise, our experience in providing people with economic opportunities is also being utilized as we help address cut be pressing issues confronting communities, such as the complex needs of homeless populations around the world. Furthermore, by world's most preminent non-profit organizations, the Company is able to have an even greater impact.

The Company and the Herbalife Nutrition Foundation, or HNF, are dedicated to improving the lives of communities around the world by providing healthy nutrition and nutrition education to children and communities in need.

HNF supports over 140 community-based Casa Herbalife Nutrition partners around the globe that help bring good nutrition to socially whenable communities and aid to organizations focused on promoting access, education and empowerment of good nutrition and general wellness. More than 100,000 children in S0 countries around the globe receive support for healthy nutrition every year from HNF.

every year from HNF. - The Company and HNF also support global and national nonprofit organizations focused on bringing good nutrition and improving the health and wellness to communities in need, such as the World Food Program USA, American Cancer Society, and the American Red Cross. For example, in addition to much-needed financial support, we support the American Red (Cross by financial support, we support the American Red Cross. For example, in addition to much-needed financial support on centers and to individuals and first-responders at disaster relief centers.

Worldwide, our independent distributors and employe Workwide, our independent distributors and employees volunteer their time and donate to programs that promote good nutrition and active lifestyles, including the HNF's Casa Herbalife Nutrition programs and our community partners.

In 2018, HNF granted more than \$3.5 million to Casa Herbalife Nutrition programs and disaster relief efforts

The board of directors

additional review or reporting on enterprise risks is conducted as needed or as requested by the Board or the relevant committee.

around the world around the wond. In 2018 HNF expanded its partnerships with local charities, opening seven new Casa Herbalife Nutrition programs in Australia, Malaysia, New Zealand, Singapore, South Korea, and two in Vietnam. Furthermore, in 2018 HNF announced a commitment of

rurtnermore, in 2018 HNF announced a commitment an additional \$1 million to expand its Casa Herbalife Nutrition program to more than 20 new community partners around the world.

Herbailfe Nutrition is built upon a diverse global community of millions of customers, independent distributors and employees in more than 94 countries. In addition to providing financial resources and volunteering our time, we also partner with organizations that empower underserved populations.

empower underserved populations. The Company designated February as its annual "Global Month of Purpose," creating opportunities for the Company's employees and independent distributors to volunteer in underserved communities, complementing its already robust year-round volunteer programs. Is an easy focus year-load of contact programs. For more than 35 years, Herbalife Nutrition has proubly supported Hispanic and Latinx organizations that promote nutrition, health and wellbeing and empowering opportunity. In 2018, the company supported more than a dozen national and regional Latinx and Hispanic organizations.

Leaves new inspirite urganizations. The Company is also focused on a variety of sustainability initiatives and continuously examines additional ways to improve its manufacturing and delivery systems. The number one ingredient in many of our products is soy. Soy is a sustainable plant-based protein, grown and farmed with fewer environmental resources per are than animal protein. It has a lower carbon footprint, more efficient land use and uses less water than animal-based protein.

based protein. The Company has reduced the amount of plastic used in primary containers, reducing polyethylere plastic usage in such containers by over 3 million pounds since 2008. We have reduced the use of harmful packaging material in our distribution operations and primary packaging of our products, especially in the United States and Europe. We also have munoresus succestid and orngoing initiatives to reduce the use of cardbaard in our operations. By using advanced manufacturing technology in our company-owned manufacturing fedilities, we have dramakclut preduced the time, energy,

Total of 2 pages in section

HEALTHCARE TRUST OF AMERICA In 2012, we listed our shares on the NYSE. Since that time we have (i) maintained a conservative balant sheet, with leverage as of the year ended December 31, 2018 of 31.3%, measured by debt less can hand cash equivalents to total equivalents total casheed investment grade ratings of BBB URL2 (iii) invested over 57 billion in real estate assets and (iv) developed scale in 20 to 25 key markets, reaching approximately 1 million sparse feet of GLA no inne of our top markets and approximately 0.5 million squares feet of GLA in our top 15 markets. The graph below compared the cumulative returns of HTA, US REIT Index (RMS), SkP 500 Index MSAL, N. REIT Healthcare lacks from the date of our listing on the NYSE our have, 50.202 forcough HTA Total Returns (Since Listing) 150% 130% 90% Min 6/6/2013 6/6/2014 6/6/2015 6/6/2016 6/6/2017 6/6/2018 \*Ac of 12.31.18 HTA IS REIT Index (RMS) SAP 500

## mental Social and Covernance

Environmental, Social and Governance Throughout one portfolios, we are focused on sistainability and operating efficiency improvements in our baldings. These efforts include: (i) local sustainability initiatives; (ii) equital investments in energy efficiency polytosis, such as energy manigument oy system, LDD lighting, and loggaded ITVAC- and (iii) operating procedure polytosis, such as energy manigument oy system, LDD lighting, and loggaded ITVAC-and (iii) equating procedure polytosis, and and and an energy and an experimental and the community. We believe that sustainability is an important paper and apoptors our goal of increasing included value framelyane anime garmony. We continue to strive to reduce our environmental impact and are establishing measurable gaals and benchmarks to ficilitate in the performance of our buildings.

facilitate in the performance of our buildings. We also focus on engaging and bettering the community in our 20-25 key markets in which we operate. We invest in local charitable efforts related to healthcare providers and have employees in over 25 markets, which we focus on attenting, restanting, and retaining latentice employees and providing an environment that both orbissive and collaborative. Our employees are awarded competitive compensation packages, including healthcare beneficity participation in a 400 (10) plan and plant time. (Ff. wear of focus on creating a healthy workplace that promotes health and wellness and are devoted to philanthropic initiatives that improve the overall well-being of our communities.



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## HILTON WORLDWIDE HOLDINGS

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meetings with management, including the finance, legal, internal audit, tax, compliance, and information technology functions, the Wall Committee reviews and discusses all alignificant areas of our luxiness and summatizes for the Board all areas of this and the non-our information extended to the second sec

## EXECUTIVE SESSIONS

Excusive sector with a recentling of the non-management members of the Board, are regularly scheduled throughout the year. In addition, at least once a year, the independent directors meet in a private session that excludes management. Our lead independent director presides at these sessions.

## BOARD AND COMMITTEE EVALUATIONS

The Board and its committees conduct annual self-evaluations to assess the effectiveness of the Board and committees. The self-assessments focus on the Board's and each committee's and their respective members' performance and contribution to the Company as well as provide constructive feedback.

Community of the approve constraints where the constraints of the community of the community of the community of the common set of the command set of the common set of the command set of the common set of the c

Our Corporate Governance Guidelines, cur Audt, Compensation and Nominating and Corporate Governance Committee chr and other corporate governance information are available on the Corporate Governance page of the Investors section on cur website at www.hiton.cur.n.xy stochoder also may request them in print, without charge, by contacting the Office of the Corporate Secretary at Hilton Worldwide Holdings Inc., 7830 Jones Branch Drive, Suite 1100, McLean, Virginia 22102.

## CODE OF CONDUCT

CODE OF CONDUCT We maintin a Code of Conduct that is applicable to all of our directors, officers and employees, including our Chair, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and other senior financial officers. The Code of Conduct sets from our policies and expectations on a number of topics, including conditics of interest. complance with twos, human rights, use of our assets and business conduct and fair dealing. This Code of Conduct also satisfies the requirements for a code of ethics, as defined by them of the Orgalation S for Anongladed by the SCC. We will, if request, disclose within four business days any principal accounting officer or controller, or persons performing similar functions, by posting such information on curruebales as set form above mather than by tiling a Form & K. In the case of a wine for face officer of release, the also will be made available on cur website within four business days of the date of such water. The Code of Conduct may be found on our website at www.ir.hilton.com under Investors: Corporate Governance: Governance Documents: Code of Conduct.

CORPORATE RESPONSIBILITY Dur Board reactives periodic updates from management on the Company's corporate responsibility strategy and initiatives. Timel Dur Board reactives periodic updates from management on the company's companies from and to submit globally. Ner consistently review and buils on our orback commitments to scheme copporting's commental attendantific and community resistency. Our Travel with Purpose 2339 goals, amounced during 2018, are to double our revestment in social inpact and our envormmental lobarching in half by 2030. These goals induced 23 tables encompassing to company sequences, communities and envormmental lobarching in half by 2030. These goals induced 23 tables encompassing builty company sequences, communities and the company sequences of the company sequences, communities and the company sequences, communities and the company sequences of the company sequences.

We are committed to reducing our environmental footprint through energy and carbon management, water stewardship, waste reduction and responsible sourcing and to doubling our investment in social impact through creating economic opportunities, spurring local investment, respecting human rights and providing disaster relief. To those ends, we invested in various initiatives in 2018, including: becoming the first major hotel brand to set science-based carbon reduction targets

implementing a food waste reductor program to encourse all manage holes to reduce the amount of food being wasted by donating adbite food to the needy in local communities and diverting remaining food waste from landfills through composing and other means?

- ing our existing soap recycling program to 2,500 hotels as part of our commitment to sending zero soap to lar
- PROXY STATEMENT Hilton

estment of \$1 million to drive sustainable travel and tourism in Africa; or employing more than 900,000 young people through our Open Doors Pledge; xmen-, minority-, Veteran-, and LGBTQ-owned business through our award-winning Supplier Div

## an 235,000 hours across 93 countries during Global Week of Service and dedicating \$3 million in support

## date); n pounds of soap and plastic bottles from waste;

ndard to remove plastic straws, stir sticks and cocktail picks from all hotel operations; and

believe is the largest certified building portfolio in the world, with all hotels globally certified to ISO 9001 I), ISO 14001 (Environmental Management) and ISO 50001 (Energy Management) standards.

composed responsibility deformance measurement pations, as a doubt hand shared with holes on the environment and pablic community. LightSky helps us to measure, analyze and improve the opportunities or create, and our community service. To 2018 and for the second year in a row, two Jones Sustainability index North America as an instanty leader across economic, social and Ta 7pe30 company of dreaming by Detable to 2018 and the second SUST company a trap60 company of dreaming by Detables. In February 2019, Hitton was named one of the "World's by the Elexplane leading of the across economic and one of the "World's by the Elexplane leading of the across economic and the "World's by the Elexplane leading of the across economic across economic across and the "World's by the Elexplane leading of the across economic a

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TION PROCESS rande Governance Committee weights the characteriatics, experience, independence and skills of citicin to the Board and recommends non-inneres for director to the Board for election. In considering the Noninating and Corporate Governance Committee and assesses the size, composation and minimum composition of the size of the committee and assesses the size, composition and minimum composition of the size of the composition of the size of the composition of the Board of the size of the integration of the size of the directory of the Board of the size of the size integration of the size of the directory of the Board of the size of the size integration of the size of the directory of the Board of the Board, man experiment, trans, including third party recommendations. The Nominating and Corporate Governance Committee as earch fitm on the size as the directory of the company The Nomination of the size of the directory and company the size of the Board, management, in size of the more the size as the directory of the company These is a search fitm of the size as the directory and the size as a directory of the Company These is a direct of the size of the directory and composite of the Board, management, is a directory matching and company. The Nominating and Corporate Governance Committee search and qualities that, when combined with these of our incurbent directors, provide a bend of adds and the Board's effectiveness.

In the resonance to the second second

picoming Annual Meeting, rate Governance Committee will consider director candidates normated by stochholders. Our by-laws or group our to 20 attocholders, owning 3% or more of our catatinding common stock continuously to a table of committee of the control of the control of the control of the control of the stocholders of the control of the control of the control of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the pice of the control of the contro

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O REDEFINE SUSTAINABLE TRAVEL

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## HONEYWELL INTERNATIONAL INC.

03 CORPORATE RESPONSIBILITY

## **CORPORATE RESPONSIBILITY** AND SUSTAINABILITY

well takes seriously its commitment to corporate social responsibility, protection of our environment, unity exerywhere its operates. This unwavering commitment underlist the principle that good business stibility go hand-in-hand Hongwell's Environmental. Social and Governance (ESD) initiatives are all trategy, boh informing and supporting Hongwell's strategic plans. This alignment emerges from the (ESD) considerations in scenario planning and other strategic planning principations where ESA-related the strategy. Boh informing and supporting Hongwell's strategic planning processes where ESA-related to the strategic planning and the strategic planning processes where ESA-related to the strategic planning principation of the strategic planning processes where ESA-related the strategic planning principation of the strategic planning processes where ESA-related the strategic planning planning planning planning processes where ESA-related the strategic planning planning planning planning processes where ESA-related the strategic planning planning planning planning processes planning planning processes planning processes planning processes planning processes planning processes planning planning planning processes planning planning processes planning processes planning p economic growth, and s ned with the Company's polycion of Environment

- The Board's well-informed and proactive oversight extends to E&S initiatives in three principle w
- The Consulta Construction and Balagonality Committee (CSRC) has personally jurisdictions for smalling related the state of the state of
- Direct Audit Committee and Board engagement with E&S risk areas through a robust and comprehensive Enterprise Risk Mana
- Direct Board engagement on select E&S topics. In the past 12 months, management has presented to the Board on a variety of E&S initiatives such as employee diversity, sexual harassment compliance, safety, business continuity, and environmental matters.

## PERFORMANCE CULTURE

mance culture is defined by a set of 8 Behavi place Respect, fundamental values that und commitment to Integrity and Ethics. Sup eir foundation is a c rything Honeywell do



Total of 2 pages in section

## HORACE MANN EDUCATORS CORP.

Boord Lasdership Structure The Bord is committed to strung, independent to see leaf to the second structure in the objection oversight of management is a critical aspect of effective corporate governance. Accordingly, the Board currently has two separate individuals holding the offices of Chairman and Chief Executive Officer, and the position of Chairman is held by an independent Director. The Board of Directors believes that having an independent interest of the Company at this time as this interest of the Company, and the best interest of the Company, second of the Company Lowever, as described in the Company However, as described in the Company However, as described in the Company However, as described in the Company Lowever, as described in the Company Lowever, as described in the Company Lowever, as described in the Company to the both positions, or the Board deems in to be in the best interests of the Company as more time. Company at a given time.

Company at a given time. Board's Role in Risk Oversight The Board's Role in Risk Oversight Sources and processes that management has established for assessing and management has established for assessing and management do addition. Its Board and related Board committees in parforming their oversight responsibilities, the Board and relevant Committees regularly discuss with management the Company's policies with respect to risk assessment and other with assess to risk assessment and the two Board and relevant matters relating to the specific areas of risk the committees oversee.

committees oversee. In addition, the company has subhished an internal Enterprise Risk Management (ERM) Committee, which is composed of certain members of sanior management including the President and Chel Executive Officer, Chel Financial Officer, Chel Human Resources General Counnel and Chel Compliance Officer, and the heads of Field Operations and Distribution, Busiens Development and the Life & Retirement and Property & Casually divisions. The ERM Committee is chaired by the Distribution, Busiens Development and the Life & Retirement and Property & Casually divisions. The ERM Committee is chaired by the Dated committees receive regular reports from the ERM Committee and its chairman regarding

2019 Proxy Statement - Proposals and Company Inform

major risks and exposures facing the Company and the steps management has taken to monitor and control such risks and exposures. In addition, throughout the year, the Board and the relevant Board committees dedicate a portion of their meetings to review and discuss specific risk topics in greater detail.

Also, in light of ongoing threats to corporate cybersecurity, the Board and relevant Board Committees receive regular reports from the Chief Information Security Officer of the Compa regarding cybersecurity risks and the steps management has taken to monitor and control such risks. The Audt Committee declares a such field. portion of their meetings to review and discuss the Company's cybersecurity program.

## Code of Ethics, Code of Conduct and Corporate Governance Principles

Code of Etnics, code of conduct and Corporate Governance Principles The Company has adopted a Code of Ethics and a Code of Conduct applicable to all employees, including the Chief Executive Officer, Chief Including the Chief Executive Officer, Chief Financial Officer, Controller and Detection (in their capacity as Directors of the Company). The Company has also adopted Corporation and the Company's website at investors. Honocaman.com, under "Corporate Overview - Governance Documents." A printed oblamed by Shareholders upon written reviewers dataset by Shareholders upon written reviewers dataset by Shareholders upon written reviewers datasets by Shareholders upon written reviewers datasets by Shareholders upon written reviewers datasets of Shareholders upon written reviewers datasets of Shareholders upon written reviewers datasets of Company. Honoce Network

C-738, Springfield, Illinois 62/15-0001. Corporate Social Responsibility Horace Mann works hard to be a responsible corporate citizen, and is guided by lis high standards and mission to serve educators across the country. The Company continues to formalize its Corporate Social Responsibility (CSRP) programs in order to more clearly articulate areas of focus, increase transparency and encourage dalogue arcound environmental, social and governance (ESG) topics, in 2016, social and governance (ESG) topics, in 2016, envangement effect his field/in (hield) areas of engagement effort to identify relevant areas of interest for various stakeholder groups by conducting research and soliciting feedback through interviews and surveys. In 2018, President and CEO Marita Zuraitis joined

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Our Employees: We are committed to a work environment that encourages employees to raise concerns, speak up and report suspected misconduzt without fear of relaliation. Our employees demonstrate there integrity, decision and commitment to quality in their daily work and are committed to improving performance and creating success.

At HII, we believe one of the best investments in the future is investment in education. We proudly support a variety of early education initiatives; science, technology, engineering and math (STEM) projects at elementary, middle and high schools; and two- and four-year college programs that sup our workforce development needs.

The Huntington Ingalis Industries Scholarship Fund (the "HII Scholarship Fund") was established in March 2016 and is funded primarily by Mr. Petters, our chief executive officer. Mr. Petters declines all but \$1 of his annual salary, which is contributed to the HII Scholarship Fund. The fund averals scholarships to dependent children of eligible HII employees enrolled in post-secondary college education (two - or our-year programs) and pre-kindegaters scholar dealcates programs. Since its establishment, the HII Scholarship Fund has awarded or renewed 400 scholarships totaling more than \$1,000.000.

The HII Scholarship Fund awards early childhood education scholarships of up to \$3,000 for childhen enrolled in pre-kindergarien scholar readinese programs. The goal is to award 50 new scholarships enrolled in two-year degree programs and up to \$3,000 for degredient childhen enrolled in hour-year degree programs. The goal is to award 50 new scholarships each year. Post-secondary education scholarships are newakile for standards who remain in goad cadencie caterding.

Hil's environmental stewardship and sustainability efforts are recognized nationally and regionally. Newport News Shipbuilding a Environmental Management System is ISO 14001 (2015) certified, and Newport News Shipbuilding a chived the highest level of accreditation [E4] in the Virginia Environmental Excellence Program. As a company, we are committed to waste reduction and recycling and to preserving and improving air and water quality in a forthe communities in which we operate. Ingalia Shipbuilding reduced hazardour waste generation by 46% in 2018, and has reduced hazardous generations, the reduced hazardour waste generation by 46% in 2018, and has reduced hazardous generations are solved in the reduced hazardour waste generation in the more of our environment of the reduced hazardour waste generation by 46% in 2018, and has reduced hazardous generations.

Our Customers: We are committed to supporting our ever growing customer base. It is a job we take very seriously, and we are intently focused on meeting or exceeding our customer commitments. Our Stockholders: We are committed to sustaining long-term value growth in our company through improved performance and intense focus on delivering excellent results. Our Communities: We are committed to being a visible and positive corporate citizen in every
community in which we do business. Our Suppliers: We are committed and engaged with our suppliers. They are an integral part of our team and essential to our ability to achieve our business objectives.

Corporate Citizenship

EDUCATION

ENVIRONMENTAL SUSTAINABILITY

30 Huntington Ingalls Industries, Inc.

COMPANY COMMITMENTS As a company, HII is committed to:

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## LETTER FROM YOUR CHAIRMAN

INTEL CORPORATION

LEI LEH HUM TUUK LIAHKIANA DE VISION SANTANI DA VISION SANTANI DA VISION SANTANI Presentarja pagas curvinos hava miliestone year and the most portilade in Intel's history. As reflected in the presentarja pagas curvinos hava be the data-centre company, delivering products that play and an important sonar of the product share play and an important sonar of products. We believe that the participation of the same share and the product portfolio spanning the cloud to degle computing, and an important sonar of the product share play and an important sonar of profits. We believe that the portfolio spanning the cloud to degle computing, and the prostant sonar of the product sonary and product sonary and the product sonary and the prosten-tenneous quarteromena chiring, and 35, while the create-new value for Intel. Intel is building the foundation for technologi's data there the foundation for technologi's data there the foundation for technologi's data there.

"It has been a remarkable progression from our early beginnings as a start-up in memory to our leadership in personal computing and now to our evolution to a data-centric company generating annual revenue of more than \$70 billion."

> —Andy D. Bryant, Chairman of the Board



# LEADERSHIP Our Board believes that inter's locus on composing governance and composite responsibility creates value for the company, our solution of the second second second second second second solutions and the stateholders by dentifying ways for technology to benefit the environment and sacetty while also addentify market opportunities. With the Board's overlight, we observe the second second second second second second addentify market opportunities. With the Board's overlight, we considerations in the our corporate statetty, compensation, disclosure, and long-term goals to maintain and advance sustainable stocholder value. We set ambitious goals for httd areas of diversity and inclusion, environmental sustainability may be adversed and dessing climate and water rask, to working form pracetifyed addressing climate and water rask, to working align our executives to these goals, a portion of the operational align our executives to these goals, a portion of the operational to tel to key comporter discussem many of our corporate

This proxy statement discusses many of our corporate responsibility and corporate governance perspectives an achievements, but I want to highlight a few that particula reflect our values and culture.

FOCUS ON SUSTAINABILITY

We are committed to transparency and performanc improvement in environmental sustainability and h established public goals regarding, among other thi

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ESG

# ATTRACTING AND RETAINING THE BEST TALEN ATTACTING AND BETAINING THE BIST TALENT We seek to attract and relatin latentia and engaged employees who can deliver their workplace best every day. This means maining that a reventing place to work, a company which our employees are proud to be a plant of, and an environment workplace to be and the second second second second and to september theory and and one to be and and to september workplace to the second second second employees working in technical roles, our success depends on employees working in technical roles, our success depends on facilitate open and direct communication, including open forums with executives; guarterfy opinanizational Health Polis; and engagement through more than 3D different employee theorow, of intel Kina American Employees, the Intel Lation Network, and others.

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## **KEYCORP**

**Corporate Governance Documents** 

Corporate Governance Guidelines

Statement of Political Activity

Corporate Responsibility Report

Code of Ethics

The KeyCorp Board of Directors' Committee Chaters, KeyCorp's Corporate Governance Guidelines, KeyCorp's Code of Directors, KeyCorp is Standards for Determining Independence of Directors, KeyCorp's Folioy for Review of Transactors between KeyCorp and its Directors, Executive Offices, and Other Related Persons, KeyCorp's Corporate Responsibility Report, and KeyCorp's Statement of Pointal Activity for 2018 are all posted on KeyCorp's Longorate Responsibility of Deartons, the Corporate Statement of Pointal Activity for 2018 are all posted on KeyCorp's Investor Relations Department at (216) 689-4221.

To provide subset of the Sourcements and Coverance Guidelines (the "Guidelines") that detail the Board's corporate endershare during and responsibilities, many of which are described herein. The Guidelines take into consideration, and are weeked annually and updated periodically to infect. Lets provide the income management and and provide the set of the other set of the set of th

We are committed to the highest standards of ethical integrity. Accordingly, the Board of Directors has adopted a Code of Ethics for al of KeyCorp's (and its subaidaries) employees, officers, and directors, which was last amended in July 2018. We will promptly double any waiver or mandment to our Code of Ethics for our executive officers or directors on our website. Dur Code of Ethics ensures that each employee, officer, and director understands the basic principles that given our corporate conduct and our core values of Teamwork. Respect, Accountability, hitsgrity, and Laddenhu.

An important part of our commitment to our community includes active participation in the political and public policy proce that impacts the lives of our customers, shareholders, and business. As a large financial institution, our business is highly regulated at the fielders, latel, and local lives. We believe it is circitaly important to take a constructive role in the political process that will shape the future of business, our industry, and our community.

Noninating and Corporate Governance Committee of the Board meets annually with a member of KeyCorp's emment Relations team to review KeyCorp's policies and practices regarding political contributions. Policies and clices reviewed by the Mominiating and Corporate Governance Committee incude KeyCorp's policies regarding doing incess with public entities, the Government Relations pre-approval process for ballot issue support and the KeyCorp coclear Fund (policie) action committee) insult entity.

purpose is to help our clients and communities thrive, which we drive through our commitment to responsible banking, ponsible clizenship, and responsible operations. We are more focused than ever on participating in the economic ansion, revitalization, and resurgence of the communities we so providy sirve, as well as helping to strengthen the incially wellness of every client. Beyond traditional banking, we do this best through philarthropy, community development fainability, and diversity and inclusion.

The Nominating and Corporate Governance Committee of the Board oversees KeyCorp's policies and practices on significant issues of corporate social responsibility potentias and progress can be bound in our annui Corporate Responsibility profites and bound on annui Corporate Responsibility benchmarks.

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Corporate Governance Documents

## MARSH & MCLENNAN COMPANIES, INC.

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## Corporate Governance (Continued)

Board access to management and professional advisors. (Section I)

- Director stock ownership requirements. (Section K.2)
- Prohibition on directors' hedging and pledging Company securities. (Section K.3)
- Annual Board and committee evaluations. (See Policy on interested stockholder transactions. (Section O)

Stockholder Engagement In 2011, we expanded the breath and consistency of our stockholder ergogement. In each of the past five years, we have angaged with institutional stocholders including approximately 25% to 45% of the Company's common stoc, bioussions with stocholders cover corporate poverance, execute compensation and environmental and social topics. Freedback meaning and any analysis and any approximation of the stocholder and the stocholder angagement. We are committed to organing engagement with our stocholders and intend to continue these outreachs, efforts.

Risk Oversight It is the reponsibility of the Company's senior management to assess and manage our exposure to risk and to bring to the Board's attention the most material risks facing the Company. The Board oversees risk management detectly and through its committees.

Annually, the Board reviews management's assessment of the Company's key enterprise risks. Serior management then briefs the Board on its strategy with respect to each risk and provides a mid-year status update and a report at generand. The Board neckelse updates from management on specific risks throughout the year, including on human capital management and ophensecurity.

The Add Committee regulary reviews the Company's policies and practices with respect to risk assessment and risk management, including obsense. The Directors and Governance Committee considers risks relating to CEO assession planning, and the Compensation Committee conducts risks relating the design of executive compensation programs and arrangements. See the discussion under "Committees" on page 11 for additional information about the Board's committee.

## Environmental, Social and Governance (ESG) Oversight and Activities With the creation of the Corporate Responsibility Committee in 2008, the Board has formally focused on key aspe

With the creation of the Corporate Responsibility Committee in 2008, the Board has Cormally locused on law gapects the Corpany's environmental, social and governance (ESG) initiatives for more than a decade. In 2018, the Corpany's ESG hittlatives for more than a decade. In 2018, the Corpany's ESG hittlatives for unvestile at https://www.mmc.corwiesg. The Board oversees the Company's ESG initiatives and strategies primarily through its commit

Corporate Responsibility Committee. The Corporate Responsibility Committee has responsibility for sustainability, diversity and inclusion and social responsibility, as well as corporate communications and government relations. It includes members the most of the Board's other committees. The Corporate Responsibility Committee reveales reports all assa arrunally on environmental matters from the Company's Chief Sustainability Other and on diversity and inclusion and social responsibility matters from the Company's Chief Sustainability Other.

Comparisation Committee. The Compensation Committee has responsibility to review ourtain key human resource strategic activities, including those relating to diversity, training and rescutiment. The Compensation Committee concritanties with the Compareh Responsibility Committee on diversity inflatives and receives annual reports on diversity and inclusion from the Company's Chief Human Resources Officer.

Telectors and Coverance Committee Telectors and Covernance Committee takes a leadership role in shaping the Company's corporate governance principles and practices. It receives regular updates or governance practices and developments from the Company's Derival Council of the Covernance Covernance Practices and developments from the Company's Derival Covernance Covernance Practices and developments from the Covernance Practices and Covernance Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and Covernance Practices and developments from the Covernance Practices and Covernance Practices and developments from the Covernance Practices and developments a

Audt Committee. The Audt Committee has responsibility for the Company's policies, systems and controls designed to promote ethical behavior and compliance with applicable legal and regulatory requirements. It receives regular updates for the Company's Ohid Compliance Officer.

Marsh & McLennan Companies, Inc. Notice of Annual Meeting and 2019 Proxy Statement

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18 | ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG)



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## MORGAN STANLEY

Morgan Starley endeavors to advance sustainability by considering ESG matters throughout our operations and businesses. We offer financial colutions and advancy services that provide positive long-term benefits for clients and abarcholders, as well as for the environminitis. The Morgan Starley Institute for Statianable Investing's (bistitute) advisory board helps to ensure that car sustainability strategy is comprehensive, rigorous and innovative. ESG institutes are overseen by the Normating and Governance Committee and reported to the Board. Key areas of focus and highlights for 2018 include:

Extabled in 2010, the Institute focuse on accelerating the adoption of sustainable investing transfers. Chartel Myorgh Sanish's Chartena and CB3, and Adoption Bard of Porniteri laders from Sustaina, a caldma and lading rom governmental organizations goal of the Institute's surfamilier. We reparded the Myorgh Sanish's Chartenal Institute Fillengenet to call cader for the the Myorgh Sanish's Chartenal Institute Fillengenet to call caders from the the Myorgh Sanish's Chartenal Institute Fillengenet to call caders from the the Sanish Sanish the Sanish San
Real/ence into Real Assets Investing, which provides investors with a framework for understanding climate risk in the investment life cycle.
Environmental and coach did management is a priority for Morgan Cashay. The Company's data digitization and in the imagined processors and diagond to indering a haid work on processor and Social Roat Management. Wanagement With company and the imagined processors of social states and the imagined processors engaging with clients and other statesholden as appropriate. We net with backets on independent biological states that any confined trends, as well as engaging with clients and other statesholden as appropriate. We net with backets on independent biological statesholden as appropriate.
Morgan Stanlay is committed to responsible corporate citizenability performance as an amazi to robusc risk and chance values for key values/ability.     We amounced a flow-year action nutrality gal, committing to source 100% of our global energy needs from resultain levely you action out and the performance of a more value energy buy 2022 and n 2018 creationability.     Sustainability council to exactle on au oparational statutanability strategy, which focuss on morance efficiency, revealed energy and detrofugin source are up to shrink these on encounce efficiency, revealed energy and detrofugin source are up to shrink the and requirements for revendors on statutanability and human reginary to shrink the and requirements for revendors on statutanability and human reginary sepectations and requirements in source.

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## MOTOROLA SOLUTIONS INC.

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## OUR INCLUSIVE GLOBAL TEAM

# Our intercourte account account account in the second of t

- We provide a bonus program for every employee that is funded by the same financial performance outcomes as those we use to reward our CED and his leadership team. As with our executive team, our employees have an opportunity to be paid individually based on performance.
- We provide a stock purchase plan that allows our employees to hold a stake in the Company
- We provide comprehensive and competitive benefits in every geography where we operate including non-financial benefits such as flexible work options and professional development.

mation on our compensation programs and benefits is provided in Compensation Discussion and Analysis

- We have a strong commitment to inclusion and diversity that includes corporate sponsorship of several councils including:

  Women's Council, Multicultural Business Council, LGBTA Council, Prople with Disabilities and Allies Council, Veterans Business
  Council.
  - In 2018, over 100 human resources professionals and hiring managers received several hours of specialized training on how to rer unconscious bias from the hiring process.

## OUR COMMITMENT TO COMMUNITY

Motorola Solutions is committed to the communities where we live and work. More than 4,600 employees around the world contributed 39,000 hours of volunteer time to their communities last year, serving as mentors, tutors, firefighters, science fair judges and more.

In 2018, Motorola Solutions Foundation grants in 38 countries supported 2.5 million students, teachers, first responders and community members with science, technology, engineering and math education as well as public safety programs and disaster relief.

Our commitment to positive social impact, constructive corporate governance, managing environmental and social responsibilities, and community engagement has been recognized by a number of third parties with notable sustainability credentials.

- We have been included in the prestigious Dow Jones Sustainability Index (DJSI) for North America, the FTSE4Good Index, and ranked #9 on Barron's list of Top 100 Sustainable Companies.
- · ISS has awarded us the highest possible score for our environmental and social programs

- Is all an available to be thigher a possible scale to do environmenta and social programs.
   Sustainally/class us an overall orderform on SSG methy for social companies in the United States.
   Points of Light has recognized us as one of the "CNe SD" the SD most community-mixed companies in the United States.
   Bloomberg lists us on Its Gender Equality Index an index for companies that are committed to transparency in reporting the gender equality in their companies. MSCI gives uspool – second quartile – ratings for human capital development, supply chain labor standards, corporate governance and sourcing of materials.

## **OUR COMMITMENT TO THE ENVIRONMENT**

As a mission-critical communications and telecommunications equipment provider, we have a unique operating footprint within our sector, and limited exposure to environmental risks and opportunities. However, we are always looking for ways to run our operations more sustainably, and from 2016 to 2017 our comprehensive environmental policies and management systems drove the following savings:

ons Notice of 2019 Annual Meeting of Sha

- Energy use reduced by 19%
   Water use reduced by 25%
   CO2 emissions reduced by 20%
- Waste production reduced by 29%
- Electronic waste collection for recycling increased by 22%

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## NIELSEN HOLDINGS PLC

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## RD OF DIRECTORS AND CERTAIN GOVERNANCE MATT

## COMMUNICATIONS WITH DIRECTORS

Any interested party who would like to communicate with, or otherwise make his or her concerns known directly to, the Execute Chairman of the Board or the Chairperson of any of the Audit Committee, Normation and Corporate Governance Committee and Compensation Committee or to under directors, including the non-magnetiment or Company Secretary at companysecretary@metern.com or 40 Darbury fload. Withon, Connectau ob897, Such Company Secretary at companysecretary@metern.com or 40 Darbury fload. Withon, Connectau ob897, Such communications may be done confidentially or anonymous! The Company Secretary will forward communications received to the appropriate party as necessary and appropriate. Additional contact information is available on our website. www.network.com/network.under Contact Us.

## GLOBAL RESPONSIBILITY AND SUSTAINABILITY

Nelsen is committed to strengthening the communities and markets in which we live and operate our business, streagenzing how important this is to a sustainable future. This commitment is supported and expressed at all levels of our organization. The kolmitation and Coprate Governance Committee oversess the company's strategy and histakes to exclude and measure our performance with respect to the advancement of environmental, social, and governance (FSG) strates. Highlights of our new and continuing efficients in code includes. Responsibility & Sustainability Strategy and Reporting:

- Reportability 9.4 Sumanability Strategy and Reporting: We remain focused a concentrating and abundens with relevant ESG issues through responsible policies and practices, seekasting and measuring performance on these issues, and advantiar reporting and transparsency legularity reporting our progress to scheduledines supports practice and useful agregement opportunities to drive continuous improvement and positive change for our company, our people and our workl. In a ossis, we published our second Vieleen Gobal Responsibility Peopt, which captures our performance and progress on un bring term. ESG-focused initiatives. The report covers and and any, and contains our forward changes and any advantished our second Vieleen Gobal Responsibility Peopt, which captures our performance and progress on un bring term. ESG-focused initiatives. The report covers and and any, and contains our forward reportability people takows is to open yield area our ESG approach and performance with our state-bolders-our entropiese, investors, clients, suppliers, and others—and to show our commitment to continuing our progress one the specific schedule in ESG-focused and the obvig inters. ESG-focused and year of montains were also noncound byter in a trace were were also included in the DSV loots fields company could be leaved parts company and belavious as to open the relaxing out and the DSV loots fields on DSI Couplita and 9 JUST to off the second year, advancing more than op sports to also on the list from the prior year. Finally, Bioomheir included belavious to more strange 30 points to also on the lists on meeting their ow 1987 could be average and the to more strange 30 points on the business impediate to more strange 30 points on the business impediate to more strange 30 points on the business impediate to more strange 30 points on the business impediate to more strange 30 points on the business impediate to more strange 30 points on the business impediate to more strange 30 points on the business impediate to mor
- Curporate reases in a variancing women investment and using barrery. In recognition of the business imperative to more strategingle regage unclears on meeting their own sustainability goals, we published new, though teadership and complementary content about consume preferences regarding the sustainability stratistics of the products they purchase. We continue to empt clients' sustainability journeys through leveraging Nelsen data and assets.

We remain focused on creating more sustainable outcomes by leveraging operational efficiencies and harmesing the power of our employees: contributions. We continue to actively manage our impact on the environment in part through Green Finans, our employee angement program. In oask, accoorden ployees postpated in Earth Vietex activities over five days in 55 locations around the work? Our associates also provide the state of the same Work Cleansp Day.

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## ONEOK INC.

## **Corporate Sustainability**

ONEOK is engaged in the natural gas gathering and processing, natural gas liquids and natural gas pipelines businesses. As a major operator of midstream assets, we have maintained our focus on our wisholders and our mission to operate in a safe, reliable and environmentally sustainable manner. As we ve grown our business and expanded our operational footprint over the last several years, we also have strengthened our commitment to improve our companywide environmental, safety and health ("ESH") performance.

dditional information on our ESH performance and related matters, please review our 2017-rporate Sustainability, Environmental, Social and Governance ("ESG") report on our website ww.ONEOK.com, the contents of which are expressly not incorporated herein by this referenc

## SAFETY AND HEALTH

ENVIRONMENT, SAFETY AND HEALTH COMMITMENT Our goal is to always operate our assets safely, efficiently and envi-Our goal is to strikely operate our assets safely, elinicenny and enh-ronmentally responsibly. As our business grows, we remain commit ted to our ONEOK values and keeping our focus in the right place-on our investors and our mission to operate safely and responsibly. on our healths and our measure to operate samely and responsibly. We are committed to pursuing a zero-indicent outure by con-tinuously working toward mitigating risk and eliminating incidents that may herm our employees, contractors, the public and the em-rorment. To meet corporate and operanting SSH expectations, all employees and contractors must demonstrate a commitment to the

employee: following:

- all employees have the responsibility and ability to control operat-ing exposures that may cause an incident, even if it means stop-
- ping work; all levels of management and all employees must have pers involvement and commitment to ESH management and corr elevent
- all employees have the responsibility to report, or elevate to the proper level in the organization, potential ESH compliance risks,

incidents and near misses; protection of human health, safety and the environment is a top priority, no matter how urgent the job, project or commercial interests; and

Titeress; and all employees and contractors are responsible and accountable for understanding and complying with all laws, regulations, per-mits, requirements and procedures related to their roles and responsibilities, including those associated with ESH.

The safely and health of our employees, customers and commun-lities where we operate is at the forefront of each business decision we make. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and commun-tiles, we are investing in the long-term sustainability of our busi-nessee.

nesses. We continuously assess the risks our employees face in their pob, and we work to mitigate these risks through taining, appropriate engineering control, work procedures and other prevente earley and health program. Reducing incidents and improving our safety incident rates instructions to koused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is only we control table to kouse and wind in the statistics incident grament systems and process safety programs, such as key michieve control detabation and tworkings themps.

moviney obtains its analysis and induced get starting. We have an ESH Ladership Committee which provides vision, leadership, direction and oversight for our ESH programs, proc-esses and management systems. This committee consists of serior leadership representatives from different business segments, as well as our ESH support group. The committee has several responsibilities inducting:

Promoting and advocating expectations for ESH excellence

Homoting and abacetang expectations for EsrH excelence across our organization;
Supporting broad communication of ESH policies, standards, gaals and objectives and promoting their consistent application throughout our company, and
Overseeing the regulatory landscape with respect to changing ESH expectations and requirements.

## **CORPORATE RESPONSIBILITY**

## ore than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and respons creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEGas.co SAFETY AND HEALTH

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

ungreen assummentery of our cuantesses. A substantial part of our workfore is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other specific safety and workfore is comparing isolation and improving our safety incident tais importunt, but we not focused only or statistics. Low incident rates alone campt prevent a large-acial incident, which is why we continue to focus on enhancing our preventive safety and additional and additional additio

## 2018 Safety and Health Performance Updates and Highlights Since 2013 we have experienced a 57% reduction in our TRIR.

- Since 2013 strains and sprains, our most prevalent type of injury, has declined by 85%.
- Since 2013 we have experienced a 75% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVIR.

## **ENVIRONMENTAL PERFORMANCE**

B Environmental Updates and Highlights
• We retried or repleced approximately 400 miles of distribution and transmission facilities in 2018, including 21 miles of cast iron pipe which will result in decreased emissions of methane. We have a total of four miles of cast iron pipe remaining to be replaced, which have committed to replace by the end of 2019.

- In 2018, our Energy Efficiency Program in Dilatoma and the Austin and Rio Grande Valley Conservation Programs in Tesas combined to issue more than 12,750 testasts totaling approximately \$17 million through energy-efficiency and conservation programs that offered customers related so natural gas applications: and energy-efficient thome improvements.
   We continue to be a partner in the EPA's Natural Gas STAR Program and the EPA's Methane Challenge program to voluntarily reduce greenhouse gas emissions. We anticipate reporting n2/19 our 2019 performance to the EPA we exceeded our goal by achieving an overall englearement tas between 6 and protect in thom 2017 and 2016.

## COMMUNITY INVESTMENT

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our amployees live and work in an only the right things to be-rist smart basiness. By combining financially and through volatient work, we can help hold stronger communities and crease as better environment for a members, our contents and the general public. We accommitty induces and work, including prants from the OKE Gas Fondation, corports porsonning hold: community environments and crease areas for our community interiments at an education, leading hold: and the second provide the second s

## vestment Updates and Highli

2018 Co In 2018, we contributed approximately \$2.1 million to nonprofit organizations through the ONE Gas Foundation and corporate sponsorships, and our employees volunteered more than 9,500 hours in our communities.

ONE Gas, Inc. Notice of 2019 Annual Meeting of Shareholders and Proxy Statement 8

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## ORTHOFIX MEDICAL

## Corporate Responsibility, Environmental and Sustainability Matters

Patients are at the center of everything we do, and our work is focused on the development of innovative Patients are at the center of everything we do, and our work is focused on the development of innovative medical devices that deliver value to patients, physicans, and the broader society. In the communities where we have facilities, such as Lewisville, Teasa, we are actively involved in community outreach and charitable efforts, donating time, resources and funds to veterano organizations. Habitat for Humanity, and medical al organizations. In addition, through our grants programs, we support charitable patient programs around the world, medical research and philanthropic endeavors. We have long recognized the growing interest of our investors, associates and business pathers in environmental, social and governance issues and principles of responsible investing. Accordingly, the Company has a long-standing commitment to our shareholders, patients, employees and communities to operate in a sustainable and socially responsible manner.

## Shareholder Communication with the Board

To facilitate the ability of shareholders to communicate with the Board, we have established an electronic mailing address and a physical mailing address to which communications may be sent: <u>board/officient/self-urblics.org</u> The Board of Directors, *Q o Mr.* Ronald A. Matricaria, Chairman of the Board, Orthoffs Medical Inc., 3451 Plano Parkway, Lewisville, TX 75056.

Mr. Matricaria reviews all correspondence addressed to the Board and presents to the Board a summary of all such correspondence and forwards to the Board or individual directors, as the case may be, copies of all correspondence that, in the opinion of Mr. Matricaria, deals with the functions of the Board or committees thereof or that he otherwise determines requires their attention. Examples of communications that would be logged, but not automatically forwarded, include solicitations for products and services or items of a personal nature ont relevant to us or our shareholders. Directors may at any time review the log of all correspondence received by Orthofix that is addressed to members of the Board and request copies of any such correspondence.

## Nomination of Directors

As provided in its charter, the Nominating and Governance Committee identifies and recommends to the Board nominees for election or re-election to the Board and will consider nominations submitted by shareholders. The Nominating and Governance Committee Charter is available for review on our website at <u>www.orthofix.com</u>

The Nominating and Governance Committee seeks to create a Board that is strong in its collective diversity of The Nominating and Governance Committee seeks to create a Board that is strong in its collective diversity of skills and experience with respect to finance, research and development, commercialization, sale, distribution, leadership, technologies and life science industry knowledge. The Nominating and Governance Committee reviews with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, skills, experience and availability of service to Orthofis of its members and of anticipated needs. If necessary, we will retain a third party to assist us in identifying or evaluating any potential nominees for director. When the Nominating and Governance Committee reviews a potential new candidate, it looks specifically at the candidate's qualifications in light of the needs of the Board at that time given the then current mix of director them. mix of director attributes.

As provided for in our Corporate Governance Guidelines, in nominating director candidates, the Nominating and Governance Committee strives to nominate directors that exhibit high standards of ethics, integrity, commitment and accountability. In addition, our Corporate Governance Guidelines state that all nominations Examples of the second 14

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2019 Proxy Statement



V

## **OVERSTOCK**

## Corporate Governance

## General

We are committed to strong corporate governance principles. Effective governance protects the long-term interests of our stockholders, promotes public trust in the Company, and strengthens management accountability.

## Corporate Social Responsibility

Our approach to contractine account insponsibility is based on the foundational biller in the interconnection of our long-time hashines access and the alternation of our communities and world. For early 20 years, we have partnered with nonprofit organizations to support our communities, respect the environment, and valuateer our time to those in neer A quarter from E. Spine on the wall of our composite headquarters provides the marrins for our composite responsibility work. You do the right thing not baccause of how it will affect the bottom line. You do the right thing baccause you are the kind of person who does the right thing."

## Governance

Our commitment to compare accial responsibility is embedded in serve) level of the Company, and coverigin rests with the Board Discricts. We have based based on a contrain or dates to promote grander develop (or our Edward and the advancement of vorman in basedemitip roles generally. For example, in May 2017, Alleno Abraham was appointed at the first chairwords of the Board, and in Discorber 2017, vae enourced that we have taken the "Parthyfredger" promote the advancement of vormen within our organization, which includes, among other things, a commitment to interview at least one fermiol can differ for open execution positions.

## Environment

Our technology plays a critical role in transitioning to a more resource-efficient world by addressing the harmful effects of climate change, increasing business realiency, and improving daily lines. We take environmental stewardhip seriously. We strive to ensure environmental and social initiates that to peopret our direct impact. We recorpite the opportunity and importance of implementing measures to reduce our overall impact on the environment. We are eager to continue current initiatives such as peopretion genergy, and increasing transportation cortices. We are also exploring additional opportunities for emission reduction and ecc-triendly innovations throughout our supply chain.

Our commitment to promoting environmental stewardship is evidenced in numerous aspects of our corporate operations, from technology development to our workspace, including the following:

- Our headquarters, the Peace Coliseum, is LEED Gold-certified as an environmentally-conscious corporate baadquarters
- When moving into our new headquarters, we also repurposed over 200 thousand pounds of furniture with nearly a docen non-profit organizations, extending the life of this furniture, reducing greenhouse gases and solid, and keeping this furniture out of our innofilis.
- We also promote our recycling program and our energy savings programs and provide new employee reusable water bottles and bottle filling stations to reduce the number of plastic bottles we dispose of
- reasole water dontes and octets sung stations to recuce the number of plastic lottes we appose of. We also work with Rocky Munutine Power in burging entry through the BlueSky program. In 2001, we founded a fait-radie shopping site, WorkStatock, which promotes market access for artisans across the globa. As part of this program, we work with Caborchundro gr to provide cation neutral shopping on all WorkStatock orders at no additional charge to customers. Catchon-neutral shopping is a process the blainnois the cathon emissions of shopping to promote class energy and refereation. Since the beginning of the relationship with Cathonthurd.org, we have offset over 24 million pounds of carbon and supported projects in the United States and across the globe.

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Overstock

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## PAYPAL HOLDINGS

Environmental and Social Sustainability Oversight PayPal recognizes its responsibility as a global citizen to operate in a responsible and sustainable manner aligned with vision, and values to build a more financially inclusive and interconnected world. The management of key non-financial opportunities, such swordfore inclusion and development, such impact, and environmental sustainability, are critici components in the Company's long-term performance and strategy. Over the past year, we formalized the Board's oversight, executive leadership and operationalization of our Envir and Covernance (ESC) efforts: The Corporate Governance and Nominating Committee of the Board is responsible for overseeing general ESG activities
 Our Chief Business Affairs and Legal Officer directs and manages the execution of our overall ESC strategy.
 We implemented an internal governance framework to facilitate cross-functional ESC program development. In 2018, we published our first annual ESG report, the 2017 Global Impact Report, which highlights four key priority areas of our ESG program: Social Impact — including reporting on annual impact metrics, product and service enhancements, and partnerships to improve financial health, power charitable giving and strengthen local communities
 Employees and culture — including executing an effective human capital management strategy to ensure the recruitm retention and development of our workforce, and diversity and inclusion metrics that demonstrate our commitment to ensure in the interiment. equality and inclusion E-mirroneoutle approxibility — including conducting our first enterprise-wide environmental footprint assessment and committing to further action in this area Responsible Busiess Practices — including establishing policies and practices to safeguard trust, ensuing ethical and compliant business operations, and securing and protecting customer information To access the full 2017 Global Impact Report, visit: www.paypal.com/us/webapps/mpp/about/responsible-practices. The Company is committed to regular communication of corporate governance and sustainability topics. As our ESG efforts continue to evolve, we are committed to sharing progress through subsequent reports and updates. WWW.D2

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ESG

## Company Overview

Company overview Owens commers as global leader in insulation, roofing, and fiberglass composite materials. Its insulation products conserve energy and improve acoustics, fire resistance and air quality in the spaces where people live, work and play. Its roofing moducts and systems add to the out suppared of people's homes and protect homes and commercial huildings alike. Its fiberglass composites make thousands of products lighter, stronger and more dmahle. In short, the Company provides immovitive products and solutions that deliver a material difference to its customers and, ultimately, make the world a better place.

The business is global in scope, with operations in 33 countries, and human in scale, with approximately 20,000 employees and longstanding, local relationships with its customers and communities. Based in Toledo, Ohio, Owens Corning posted 2018 net sales of \$71. billion. It has been a Fortume 500<sup>6</sup> company for 64 utive years.

## The Commitment to Building a Sustainable Enterprise

The Company's superson the starger and programs: model. Oversa Coming leadership uses a four start of the Company's log-start starger and programs are model. Oversa Coming leadership uses a four start of the Company's log-start start of the Company's as a sustainable enterprise, budget starts of the start of the Company's log-start of the Company's start starts and the enterprise, budget starts of the start of the Company's log-start of the Company's start starts and the start of the Company's log-start of the Company's startegy of budget starts and starts and log-sterm horizons. These pillars also cauble the Company's log-start starts and log-sterm horizons. These pillars also cauble the Company's log-starts and log-sterm horizons. These pillars also cauble the Company's log-starts and log-sterm horizons. These pillars also cauble the Company's log-starts and log-sterm horizons. These pillars also cauble the Company's log-starts and log-sterm horizons. These pillars also cauble the Company's log-start starts and log-sterm horizons. These pillars also cauble the Company's log-start start and log-sterm horizons. These pillars also cauble are worked better pillar given the Company's seprestar horizons. These pillars also cauble received also works companies and the Company's seprestar horizons in dustry for six consecutive years. The Company was recognized as one the "2019 Work's Most Ethical Companies" by the Ethiosphere Institute and ranked 346 in the 2018 list of horizons in our LUST companies, leading the Building Materials and Packaging industry. Management is provid be recognized for the contributions in thousands of employees around the worked are making to alarone the log-wide six additional theorem and works. The Company's starts and the log-ment works is additional thormation on each neilter of the Commany's starts and be recognized as the company's approach is donated by the start and the log wide six additional the Interview in the log wis additional thormation.

Provided below is additional information on each pillar of the Company's Sustainable Enterprise Framework.

Financial Strength

Overa Caning seeks to avaintate in framerial strangh hrough a disciplined framerial strategy forestoot on hungerens shortpacker value. The Company is focused for importing the orienter of total shareholder orient, miduling profit growth, free cash flow generation, and improvement in the realistness of our performance through the cycle. The Company's long-term conjust allocations trategies also focuses on increasing durabulate return by promoting a strong balance sheet, safe and productive operations, and allocating capital to investments and stochbalers.

## High-Performance People

The employees of Owens Corning are central to its success. Their ideas, drive and expertise enable the mpany to develop, manufacture and market insulation, roofing and composites that make the world a better ce.

The Company is committed to helping employees reach their full potential by cultivating talent. It has established extensive training and development programs, learning opportunities, tools and incentive rewards to gove ident. These programs creater meaningful opportunities, from interns who are early in their carcers to experienced leaders at the hippet levels of the organization. In doing so, employees develop leadership exploiting and interviewing business and grow the Company. As a result, a strong pipeline of internal apphilines to build match/eading business and grow the Company. As a result, a strong pipeline of internal

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## PPL CORP. $\mathbf{\bar{v}}$ EXECUTIVE COMPENSATION Looking ahead, we continue to believe the U.K. uncertainty will be a short-term phenomenon, and we remain focused on operational excellence. Our performance in this area reflects a common purpose and desire across PPL to deliver without fail for our customers, exceed their expectations and create long-term value for our shareowners. As we move forward, we remain steadfast in pursuit of our long-term strategy to drive best-in-sector operational performance, invest responsibly in a sustainable energy future, maintain a strong financial foundation, and engage and develop our people. Additional highlights of our 2018 performance are noted below. Drive best-in-sector operational performance Both PPL Electric Utilities Corporation, or PPL Electric, and Kentucky Utilities Company, or KU, received J.D. Power awards for residential customer satisfaction. PPL Electric ranked highest among large utilities in the East region, while KU ranked highest among mid-sized utilities in the Midwest. region, mile to i anteo ingress allino granesses united in the moment. WPD Inshed the 2017/2018 regulatory years as the top-performing Distribution Network Operator, or DNO in Olgent's broad measure of customer satisfaction. WPD was once again rated best at engaging stakeho and addressing vulnerable customers. WPD also received the U.K. government's Customer Service Excel Award for the 2P<sup>-</sup> consecutive year. Across our utilities, we took additional steps to strengthen reliability and grid resilience for our customers. All three of our U.S. utilities were recognized in the top quartile of public utilities nationwide in limiting the frequency of power outages for our customers. Investing responsibly in a sustainable energy future esting technology that such that the second • The Representations that we apport intrograms defined and over costs operation. In Anthone, yee contract and approximate and apport of the approximation operation operation. In Addition, and approximation operation operation is a distinguish of the approximation operation oper In the U.K., we implemented our asset replacement and fault management plans. We continued to incorporate more automation on our networks to sitteringthen reliability and support our evolution from passive network manager to sittivition system operator. In addition, we advanced nearly two occars on releasivic initialities to enable more distributed energy resources on the grid. This included our Electric Nation electric vehicle charging program. The largest pitol program of its largest into the U.K. program, the argest prior program on the Markin Wilcold Across PPL, we confinued to advance sustainability, governance and disclosure initiatives, setting a goal to cut PPL's carbon closide emissions 70 percent from 2010 levels by 2050 and responding to the 2018 CDP, formerly the Carbon Disclosure Project, survey. We acquired Safari Energy, LLC, a leading provider of solar energy solutions for commercial customers in the U.S., providing PPL a low-risk opportunity to help advance a cleaner energy future; support the growth of distributed energy resources, including energy storage; and gain additional experience with technologies that will shape the future energy grid.

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## RAYONIER ADVANCED MATERIALS INC.





## RENAISSANCERE HOLDINGS LTD.

## Sustainability and Corporate Social Responsibility

nsibility and sustainability have always beer 5 8008 (registrer) and sesses solve, new comp, environment, to us, and are integral comparents to do an comparison of the evolution of the

## Risk Mitigation, Environmental Sustainability and Climate Change

Risk Minglion, Environmental Sustainability and Climate Change Change Change and Change Change and the second for a stering the inforcing protection and services related to information and the second second second to disater risk coverages and sec cepturities to help formeomers and tuniness adult to many from site. Or relations and calatorizers. We believe, not obvieve the coverants were of careful costs in subscripts, but changes for the coverage and calatorizers. We believe that the expected second second second were therein and calatorizers. We believe that the expected second second second were inforcial reperinters on the particular second were respected in the second in the second were inforcial reperinters on the particular second were and the second second second second inforced reperinters in the definition of relations in measuring and modeling attractions of the according interprint the definition of adaptation in the second second second in particular inforced reperinters on the detable relation and independent in the interprint of particular inforced relations in the detable relation and independent in the interprint of particular interprints were associated and the interprint in the interprint second second the particular interprint in the interprint second second be interprint interprint and the second second second in the second seco

- d everts. e established RenaissenceRe Risk Sciences Foundation, Inc. e Toundation) in 2008 to support advanced acentific research maunal cataletophes, the development of nisk mitigation and applies techniques to safeguard communities, efforts that reduce e economic turnil following disaster, and organizations that serves coastal and other risk-exposed habitats. The Foundation motives education, preparation, adjustion and mitigation of
- - st recently, in 2018, we hosted "The Community Recovery d Resilience Leadership Forum" in Kansas City, Missouri, at

DFIN

which, in the context of successive years of developing induct cataloguese, insurance hold any enclose, hold motion, gathered to discuss community-located stateges for improving mutual detailer relations and loading the protocol succession of the intervention of the second stateges in regording of the intervention of the second stateges in success states by the intervention relation of the second succession of pre-intervention relations, including exemining the importance of pre-intervention exacts to represe communities too goodmented and exeminants to prepare communities of the protocol of pre-intervention of the second second second too goodmented and exeminants to prepare communities of the second secon

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- In 2017, we sponsored the "Improving Natural Catastrophe Resiliency: Insurance vs. Intervention" forum at Lloyd's of London to discuss strategies for improving natural catastrophe resiliency and closing the protection coverage gain in the context of the record-setting large catastrophe events in 2017.
- c In 2016, we hosted the New York Recovery & Resilency Leadership Forum, a post-Superstorm Sandy gathering of leading environmentalists, policy makers, scientists and insurance industry experts, held at the NYSE.
- Previous events have focused on issues ranging from the special needs of lower income populations to prepare for natural disasters, selemic risk and preparation and regional climate risk and preparedness in Florida, the Gulf Coast and New England.
- NewEngand. We have made significant currentwinets to exclude the outdue dealers protection, gap and migging the impact of robust dealers on populations and accomments in the developing world through the work of the Forunzation and the forum: In tools. We also dayls leading role in instartly relates formed to develop solutions that address making classification and the forum In tools. We also dayls leading role in instartly relates formed to develop solutions that address making in the longer of the too protection of the solution of the longer of world world because leading operational role, and the Llogds Daater Rills Francego instation, which were instaged in starting and world world because to an executives serve in leadering role and world world because organization, including the Instance Developer forum, the CarnetWiles treatment Advancy Council of the Cartridge treatment in the executive for the same advanced and the Instance Advancy Council and the Bernutal Instalte. Advanced Toolsander Council and the Bernutal Instalte of Ocean Science.
- By offering this scientific expertise to policymakers and community leaders to inform decision-making and keep people safer in extreme weather, we have been recognized as a trusted voice in risk mitigation. Recognition of our leadership in these areas includes:
- 2009 Florida Governor's Hurricane Conference awardee for hurricane miligation and awareness;
- 2011 recipient of the National Hurricane Conference O Achievement Award; and 2014 National Wildlife Federation Award for Corporate Les

## RenaissanceRe | Proxy Statement 17

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ESG







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## SCHNITZER STEEL INDUSTRIES, INC.

nitzer 🛞	Proxy Summary
Providing Sustainable Value Through Recycling	
As one of North America's largest necyclens of ferrous and nondernous scope needl and a manufacturer of finalined sele products much from recycled scope needly. Substantibility is at diverting and recycling materials that might offenerike be detended or a laurilli, conserving natural resources, and reducing generhouse gas emissions. Steel, car largest thade materials, the world's most recycled product. As compared to using needly mind one, using recycled material in steel manufacturing: a Sanes approximatory 75% in neegy input, a Sense approximatory 75% in program, page 51, Strinks using material use by approximately 40%, a Strinks using material use by approximately 40%, in fincal 2018, we accompliable the following:	What We be:     Acquire and recycle millions of tons of scrap meal including autoodes, rail cas, tome applications, including autoodes, rail cas, tome applications, including autooder and another service the traditional endersition scrape through our beauto and meals recycling facilities.     Additional and the management of the application of the management of the application of the management of the application of the application of the application of the management of the application of the applications of the application of the ap
	resources that would be consumed in producing new parts
4.3M tons of FE scrap metal 636M lbs of NF metal 244	
A 4.3M tons of FE scrap 424	parts Perkead A and dille S199 tons of finished A and dille
A M mis of FE score     Constrained     C	evironment. Aligned with the findings of this Sustainability Materially Assessment, our Sustainability Report shares progress scrotts for wares. 1. Integrity, Ethics, and Compliance; 2. Safety, Health, and Wellnes; 3. Orientury Draggement and Partnerships, and 5. Community Draggement and Partnerships, and
All hear of FE town of Etable of aff Corpus and     Corpus and     Core	environment. Aligned with the findings of this Sustainability Materiality Assessment, our Sustainability Report shares progress across free areas: 1. Integrity, Ethics, and Compliance; 2. Safety, Heath, and Wellnes; 3. Diversity, Incolor and Cultural Aserenes; 4. Community Engagement and Partnerships, and

Total of 2 pages in section



## Corporate Governance

In addition, the board's Environmental, Health, Safety and Technology Committee is devoted to issues affecting the environment and regularly briefed on the progress the company has made on environmental and sustainability matters. This committee asso vorsress to company's overall safety policies, reinforcing our strong commitment to safety. Finally, this committee oversees cybersecurity and old information technology risks and keeps abreast of technology advancements of importance to our business.

With respect to investments where we do not operate or control the related entity or operations, we closely rent rägiska tärihannan keinä märkeinä oli opunaa et kanna keinä keinä keinä keinä keinä keinä keinä keinä kein an miljata räsi kärjä keinä keinä oli uusiana santansa. In adallaina vaima ja vairenavasintaision on tie entiks weinä keinä kei Wähaut keinä kei

The risk betweet in our bodnesses which privatly volve utilities, the transmission and distribution of energy and nata or gas. It development of UK privations in realities, the transmission of distributions of the transmission of the transmission of the control line of expending real transmission of the control line of expending real transmission of the control line of the control li

## Board and Management Approach to Sustainability

The board takes an active role in providing oversight of sustainability through its Environmental, Health, Safety and Technology Committee. This includes reviewing business strategies on allefy and reliability, system modernization, and electrification and electronization, while oversiden gifforts that ministra the impact of company generations on the environment. It is rejoravaly tra performance on environmental, acidal and governance-related topics and issues and incorporate many elements of sustainability or risk management approxch.

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

## Succession Planning and Management Development

Succession relations overse and experiment of the event product of the event of the

## Director Orientation and Education Programs

Every new director participates is an orientation program and neetives materials and briefings to acquare him or her with our business, materials and presentations, descutations with management, which to express the same state of the same state o

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Review of Related Person Transactions

St rules require us to disclose certain transactions involving more than \$20,000 in which we are a participant and any of our directors, nonnees as directors or executive officers, or any member of their immediate lamilies, has or will have a direct or indirect material interst. The Artist of our Corporation Governance Committee requires the committee to review and approve or railly any and the director in the committee of the program committee requires the committee or railly and related and on the mailtain of this prove statement. There were no transactions requiring review during 2018 or 2019 through the did or of the mailtain of this prove statement.

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## STATE STREET CORPORATION



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Total of 2 pages in section



## TECH DATA CORPORATION

Environmental

Certified.

Social

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As we fulfill the Company's overall purpose of continuously satisfying the world's ever-evolving demand for technology, we also remain committed to being a responsible corporate citizen. Our commitment to ESG matters contribute to our designation as one of Fortune magarine's World's Most Admired Companies' for 10 consecutive years. The programs described below are consistent with our shared values of integrity. Excellence, Accountability, Collaboration and inclusion.

We recognize that a healthy environment and safe workplaces are critical to our business, strategy, society, and people. We address environmental issues in an integrated manner to encompass protoction of the environment as well as colleague health and safety. The environmental, health and safety ("EHS") systems, processes and tools in place across our footprint enable us to meet or exceed governmental and industry requirements. We are also committed to continuous improvement in our performance. Notable Environmental/EHS highlights include: We seek to reduce waste and increase energy efficiency across our footprint. Energy efficiency efforts include: a LEED-certified San Antonio facility, selective installation and retrofitting of LED lighting at logistics centers and large offices, solar panel installation at one of our main offices, and expanded recycling programs for pallets, cardboard, batteries and electronics.

We maintain certification to ISO 9001:2015 (Quality Management Systems) for all of our logistics centers in the U.S., and most of our logistics centers in Europe, as well as ISO 14001:2015 (Environmental Management Systems) for our facilities in Georgia Spain, Sweden and Singapore. In addition, our facility in Ohio has earned OHSAS 1801:2017 Health Safety Management Systems

Risk reduction through implementation of our Injury and Illness Prevention Program, as well as enhanced safety training and new safety software programs across our footprint. A focus on leading indicators of safety performance, such as behaviors and minor incidents, enables us to drive continuous improvement, which is important for sustaining our corporate culture and reducing risk.

The Company is proud to be recognized as a great place to work, a leader in the promotion and practice of diversity and inclusion; and an involved, positive member of the local communities where we live and work. We take a holistic approach to our social strategy, striving to create a culture where talented people want to come to work, develop their careers, become leaders, and make a difference for all our stakeholders and communities. Notable social highlights include:

We have long engaged in supporting workforce diversity and formally established an Office of Diversity and Inclusion in 2014. We believe that diversity and inclusion ("D&I") in our global workforce produces more innovative results and provides a competitive advantage.

We are focused on driving continuous improvement in the diversity of our senior leadership ranks. We require that for all positions of vice president and above, at least one woman and one ethnic minority must be interviewed for openings in the U.S., and at least one woman for openings outside of the U.S.

We have five business resource groups ("BRGs") - with groups dedicated to i) empowering women; ii) supporting military veterans and their families; iii) driving recruitment, retention,

Tech Data Corporation

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## PROPOSAL 1-ELECTION OF DIRECTORS

While the Board has primary responsibility for overseeing the Company's risk management function, each committee of the Board also considers risk within its area of responsibility and the Company's management team continuously identifies and manages the

	Responsibilities
Board	<ul> <li>Primary responsibility for overseeing the Company's risk management function and reviewing the steps management has taken to monitor and control the Company's significant business risks, including potential financial, operational, privacy, cybersecurity, business continuity, legal and regulatory, and reputational exposures.</li> </ul>
Individual Board	<ul> <li>Consider and evaluate risks within its area of responsibility.</li> </ul>
Committees	<ul> <li>Chairs of each committee update the Board on significant risks and management's response to those risks via periodic reports.</li> </ul>
Audit	<ul> <li>Reviews risks relating to accounting and financial controls.</li> </ul>
	<ul> <li>Oversees the Company's enterprise risk management program.</li> </ul>
	<ul> <li>Reviews the steps management has taken to monitor and control risk exposures.</li> </ul>
Leadership Development	<ul> <li>Reviews risks relating to compensation matters.</li> </ul>
and Compensation	<ul> <li>Coordinates with independent compensation consultant to review the Company's executive compensation program and determine if it creates any risks which are likely to have a material adverse effect on the Company.</li> </ul>
	<ul> <li>Oversees and evaluates risks associated with the development of the Company's executives an succession planning.</li> </ul>
Nominating and Governance	Oversees the Company's risks associated with its corporate governance practices.
Public Policy and Regulation	<ul> <li>Oversees the Company's risk exposure associated with media, antitrust and data privacy laws, rules and regulations, and public policy and corporate social responsibility matters.</li> </ul>
Management	<ul> <li>Responsible for implementing day-to-day risk management processes.</li> </ul>
	<ul> <li>Reports to the Board and its committees on risk management matters.</li> </ul>

or its independent compensation consultant, has revewed the Company's executive compensation program and has concluded the program does not create risks that are executive advectional terms and the company's annual cash and long-term equily incrintives as providing an effective and appropriate mix of incentives to help ensure the Company's performance is focused on long-term more and shareholder value creation and does not encourage unnecessary or excessive risk taking at the expense of long-term results.

## CORPORATE SOCIAL RESPONSIBILITY

TEGNA is driven by our strongly-held purpose to serve the greater good of our communities. Our culture is defined by our values of inclusion, integrity, innovation, mpact and results. Through impactful journalism, local community engagement, sustainability initiatives diversity and inclusion efforts and workforce development, we believe we can drive business results while making a positive difference in our communities.

Our Board supports these efforts and has delegated the oversight of the Company's corporate social responsibility efforts to its Public Policy and Regulation Committee. The Public Policy and Regulation Committee reviews and reports to our Board on a periodic basis on the Company's corporate social responsibility and sustainability efforts, which include:

Ethics and Journalistic Integrity: Given the nature of our business, integrity is one aspect of corporate citizenship that is particularly relevant and central to what we do; we educate our journalists on proper ethical conduct and have adopted five core Principles of Ethical Journalism which outdo our roduction and recording on eves.

TEGNA 11 2019 PROXY STATEMENT

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## TERADATA CORP.

## CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Our Mission

## We transform how businesses work and people live through the power of data.

Our Commitment

All Teadata, 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 stateholders – our stocholders, 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 cuture and our communities, we are committed to giving back to the places in which we operate. We are achieving these commitments through a number of initiatives, including those listed below:

## 10

- Our People and Culture Translatis steeping his our people. We are an equal opportunity employer, committed to sustaining a world-class team by empowering an environment that is interitonally inclusive and fully leverages diversally in all aspects of our burness. We champion each other, share our expertise and search from each other to hultiply our collective value for Tendelatis competitive advantage. We continuously strive to create an environment where differences are valued, supported and encouraged.
- supported and encodinged. Terradata is committed to providing a working environment free from discrimination and harassment. We are actively engaged in nutruing an inclusive culture: one that seeks out, welcomes and values diverse people, inclusive actions and diverse solutions for our business.
- u urease summittin for our outments. We are providing training our unconscious bias and will frequently monitor our metrics for progress. We are committed to leverage our insights to uncover unconscious bias and take action to catalyze change. In 2019, there will be additional emphasis in this area through the development of a Teradata Diversity Council. Our him we exume the exumental emprases in this area through the development of a Teradata Diversity Council. Our him managers and our talent acquisition team are committed to ensuring a diverse state of candidates for all job openings. To 201, there will be additional focus on improving inclusive interviewing skills for recruiters and him gmanagers.
- Through our Leadership Team Mentoring Program, we leverage diversity to create our next generation of leaders by parking high potential diverse employees with members of our executive management team. We believe transforming our word begins one community at a time. We support diverse groups and interests within the Company through our employee community groups. We also promote policies and programs that support univing immilies. We support local STEM education programs to ensure emerging leaders in our communities have opportu-to explore their interests.
- Through our commercial and government supplier diversity programs, we seek to integrate supplier diversity int all areas of procument by identifying, partnering with and purchasing from small businesses and minority and women-owned businesses to support their growth and development.

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bitshoutbe Products. We design technology for the future, and the future demands powerful analytic solutions that are intended to meet increasingly strongert standards to support the earth's proclaus reasources, including difficult design and the second structure and the second structure and the second structure and the second structure and they soluble. So the second structure and the seco

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## Corporate Responsibility and Susta

Supply Chain - Our suppliers and business partners are expected to meet or exceed the standards of our Code of Conduct which includes antherence to ethical, responsible and environmentally sustainable business practice with respect to all of the Trandard-related outlines. We have also established a managed invertory program that respires suppliers to ship business of product to local halon near our munulculcing alls, raine than environmental imaged of our munulculcing alloy, raine that provide the same of video contention, which are loyoured, respired and have implemented may programs the transator video contention, which are loyoured, respired and environmental imaged and have implemented may programs that exams of video contention, which are loyoured, respired and environmental imaged and not shold has the same of video contention, which are loyoured, respired and envery conservation that get the jo done while using and re-using resources at the most efficient term possible. From printing all components business and using to thom any stations for elabetic, care to fide Sam Dave Vide Sagarines, to sustainable positions and provide positions for elabetic, care to fide Sam Dave Vide Sagarines, to sustainable positions and project and provid stationes the elabetic, care to fide Sam Dave Vide Sagarines, to sustainable positions and procedures at every opportunity.

- ng Good with Data<sup>20</sup> We are committed to giving back to the communities in which we operate. Our Teradata Cares program empoares our employees to help build strong and vibrant communities, improve quality of life and make a positive difference where we like the we work through volunteerism and giving. Through this program employees volunteered more than 25,000 hours of service in 2018. employees volumeered more train 25,000 nous of service in 2016. In line with our mission of trainstorming how businesses work and people live through the power of data, we are committed to making societal change utilizing the power of what we know best, data. We encourage our employees to particle with charafabe comparisations by differing data skills ince non-portise after lack the resources and human capital needed to analyze volumes of data that could help transform their organizations.
- resources and numan capies necesso to analyze volumes of data trait could help transform their organizations. We support our merginess grinks and volume efforts by providing matching databations for employee contributions, project grants, an Annual Day of Carriag, and altording every employee four days a year during normal working hours to volumeter efforts of their choice. Most importantly, our cautomers across the globe are using our offerings to do great things through data from supporting the data that provide ground/traiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neore Calabiting discoveries in medical research to facilitating lifesaving telecommunications during the neorement of the data during the neorement of facilitating telesaving telecommunications during the neorement of the data during telecommunications during telecommunications during the neorement of the data during telecommunications during telecommunications during the neorement of telecommunications during teleco

Ethical Business Conduct Translab has been incided on the Ethiophere Institute's list of the World's Most Ethical Companies every year air 2010. Where a zero-loterance opticy for non-thical behavior and expect the highest standards of complance throughout the world's currelicitis attandards unit form to be to both on unic company. At environment, and enter Laderathy Team and directors, are bound by our Code O'Conduct which establishes the minimum attandards of progeo conduct that must be mit. When was abaceful or an occurequest, At the generalish and miniation and company outlure where Tenstata people and Tenstata organizations constantly athre to exceed standards and expectations and always since to 'CD general Aim High, Rise as One, Raise up our Customers and our World' Tendata, we refer to this as doing the right thing....always.

we can build a better world by working together and improving lives through the power of data ore information

arate Social Responsibility website: https://www.teradata.com/About/Corporate-Social-Responsibility-en.

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CORPORATE GOVERNANCE

## Board Self-Evaluation

The Board and its standing committees perform thorough self-evaluations each year. These self-evaluations are overseen by the GON Common. The self-evaluation included the distribution of effectively and identifies areas of potential improvement. In 2018, these self-evaluations included the distribution of questionnairs to each director, wide-anging Board and committee discussions in several middled the distribution of questionnairs to each director, independent Lead Director and/or any relevant committee draw. Topics covered by these self-evaluations included: whether the structure of the Board and to committee self-appropriate in light of the Corpany's strategic objectives, whether the structure of the Board and to committee self-appropriate in light of the Corpany's strategic objectives, and the corpany's strategic objectives and the committee self-appropriate in light of the Corpany's strategic objectives of the corpany's strategic objectives and the strategic objectives and the corpany's strategic objectives and the corponal strategic objectives and the corpany's strategic objectives and the whether the structure of the Board and its committees is appropriate in light of the Company's strategic objective the Board's reflectiveness in overseeing and monitoring Boeing's long-term strategy, including its long-range business plan;
 the effectiveness of the Board's oversight of key strategic, operational, and compliance risks;
 the adequary of the written materials and presentations prepared by management for the Board's the quality of the Board's adelberations, as well as whether there are adequasite open lines of communication between directors and members of management;
 whether executive sessions are held with the appropriate frequency and cover an appropriate range of topics;
 the eaking twich the mix of skills, attributes, and qualitations of the individual directors enable the Board to whether executing directors enables and presents for an administration.

- perform effectively; and whether individual directors are prepared for each meeting and contribute substantively to the deliberations of the Board and any relevant committee. Following these set evaluations, the GON Committee Chair discusses areas for potential improvement with the Board and/or relevant committees and, if necessary, identifies steps required to implement these improvements. The Board has made several changes to how it operate based on the results of necets effect valuations, including adding opportunities for one-on-one director interaction with sevior management succession candidates, enhancing director orientation procedures, and increasing interprint of retworks of the prefixed uncession candidates, enhancing director orientation procedures, and increasing interprint of previses of the prefixed uncession candidates, enhancing director orientation procedures, and increasing interprint of previses of the prefixed uncession candidates, enhancing director orientation procedures, and increasing interprint of previses of the previses of previses of the previses of the

## Environmental Stewardship and Global Engagement Environmental Stewardship



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## UNITED RENTALS INC.

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## Direct Communications with Directors

We have adopted procedures to creative output of the interested particles to communicate the have adopted procedures to creative output of the provide to create particles and should be so in writing Security holders and other interested particles and particles to the should be so in writing Security holders and other interested particles may send communications to the Board or the particular director or directors, as the case may be, in the manner described in the Company's written policy available on its website at http://www.unitedrentals.com (go to "Company' tab + "investor Relations" - V Corpared Boardson

## Environmental and Social Highlights

Management and our Board understand the importance of acting responsibly as a business, an employer and a corporate citizen, and we are committed to incorporating environmental and social and governance enabled and the time of the social sector of the compiler term the MACO Committee landscale and into more than the time interesting the social sector and the social sector and social and governance policies and practices, including review of related metrics.

Each year, we publie a corporate specificity upon thoreasing our commitment to balancing the deal year, we publie a corporate specificity proof thoreasing our commitment to balancing the specific transmission of the specific transmission of the specific transmission of the specific at http://www.unaderimite.com under the "Company—About Us tab or using the following link: http://www.unaderimite.com under the "Company—About Us tab or using the following link: http://www.unaderimite.com under the "Company—About Us tab or using the following link http://www.unaderimite.com under the "Company—About Us tab or using the following link economic and environmental aspects of our basiness. Use specifies are our commitment to improving the social, economic and environmental aspects of our basiness. Use specifies are our commitment to improving the social, economic and environmental aspects of our basiness.

## Environment

Environment We believe that our primary business—the rental of acylpment—is an environmentally friendly model because it reduces conversing of assets and allows for the maximum utilization of assets that have already been manufactured. Additionally, as highlighten to our corporate responsibility report, we are focused on improving our environmental partomance, and the environmental performance of our oustness. In a variety of versy, Ere sample, every Company branch uses a Company provided screeard to track energy use and identify potential areas of improvement. In addition, the Company for the same of the same of the same of the same of the second screen and the same of the same focus and to track energy use and identify potential areas of improvement. In addition, the Company for for the same of the same focus and the rest of the same of the same

## Social

Safety is one of our core values and 92% of our branches were injury-free in 2018. We lead our industry in safety performance and rank in the top quartile across all industry sectors. United Academy8, the safety fraining curriculum we use to train our own englopese, is also used by our customers to leverage our expertise and to help them establish a safety culture of their own. Also, safety performance is included as a qualitative galu used to assess the CEO's and other senior executive's individual includes and a qualitative galu used to assess the CEO's and other senior executive's individual includes and a qualitative galu used to account of their own. Also, safety performance is included as a qualitative galu used to account of the senior executive's individual includes and the senior executive's individual individual indinitiation in

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Sustainability is a way of business and of life at Unitil, and requires Sustainability is a way of business and of life at Unitil, and requires engagement at all levels in order to ensure long-term value creation benefiting our customers, employees, investors and all stakeholders. Simply put, sustainability refers to our ability to achieve our mission and create value over the long term. Sustainability is also a way of defining and executing our business strategies in alignment with the economic, environmental and social expectations of our customers and communities to create long-term value for our shareholders and other stakeholders. We believe that financial success, environmental stewardship, and social responsibility are all hallmarks of a healthy, thriving business.

## Our Approach to Sustainability

UNITIL CORPORATION

Our approach to corporate sustainability reflects a broad set of objectives including superior customer service, affordable rates, service to our communities, environmental stewardship, a steadfast commitment to safety, and the growth and well-being of our employees. Our leadership integrates our beliefs in Respect, Integrity, Stewardship and Excellence (RISE) into our strategic planning. Our values state clearly that sustainability is a key, central concept, meaning that all environmental, social and governance initiatives are firmly rooted in our culture. This top-to-bottom emphasis on the very nature of sustainability assures long term benefits and value creation for employees, our customers, and reflects our commitment to our corporate responsibilities to both our investors and society at large.

## The Board's Sustainability Goals

Long-term value creation is the foundation of the Board's goals for the sustainability of Unitil. Embedding Long-term value creation is the tradegies and using it as a last for the subarilationity of units. Entradegies substainability that our business strategies and using it as a last to guide our direction is essential to achieving our long-term operation our business strategies and substain a changing environment and social landscage. The Board is committed to continued floatus as our strategies part of the social strategies and success factors outliness of the social strategies and success factors outline out to the benefit for our customers where the social subscheders.

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## Inaugural Corporate Sustainability and Responsibility Report

On March 27, 2019, we issued our Inaugural Corporate Sustainability and Responsibility Report in which we share our vision for sustainability as well as the values that are ingrained in all of our business practices. The Inaugural Corporate Sustainability and Responsibility Report can be viewed in its entirety on our website unitil.com/company/sustainability.





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## VISA INC.

## **Political Engagement and Disclosure**

Delis each decisions significantly affect our business and industry, as well as the communities in which we operate. For this reason, we participate in the policical process through regular and constructive engagement with government officials and policy-materials, by encouraging the divisi (unviewnent of our employees, and by contributing to candidates and political organizations where permitted by applicable law. We are committed to conducting these achildes in a transport marrier that reflects responsible corporate alterative and between the hardwises and oversight may be found at <u>https://unview.com/about-view.com/about-view.com/about-html</u>.

Visa has a Potitical Participation, Lobbying and Contributions Policy that prohibits our directors, officers and employees from using Company resources to promote their personal political views, causes or candidates, and specifies that the Company will not identify or infraredry reimburse any personal political contributions or expenses. Directors, officers and employees also may not lobby government officials on the Company's behalf absent the pre-approval of the Company's Government Relations department. As such, our lobbing and political spending seek to promote the interests of the Company and its stockholders, and not the personal political preferences of our directors or executives.

Under the Policy, the Nominating and Corporate Governance Committee must per-approve the use of corporate funds for polical contributions, including contributions made to trade associations to support targeted political comparisons and contributions to organizations registered under Section S27 of the U.S. Internal Revenue Code to support policical activities. The Policy further requires the Company to make reasonable efforts to obtain from U.S. trade associations whose annual membership dues exceed 325,000 the portion of such dues that are used for policical contributions. This information must then be included in the annual contributions report that is posted on our webalk.

We endeavor to maintain a heality and transparent relationship with governments around the world by communicating our views and concerns to elected officials and policy-makers. As an industry leader, we encounter challenges and opportunities on a wide range of policy matters. These issues may include regulations and policies on interchange fees, cybersecurity, data security, privacy, intellectual property, surcharging, payroll and prepet cards, mobile payments, tax, international taxed and market access, and financial inclusion, among the security of the privacy security privacy intellectual property.

The Nominating and Corporate Governance Committee annualty reviews our political contributions and lobbying expenditures, which includes information regarding memberships in, or payments to, tax-exempt organizations that write and endores model legislation. Additional information on our political contributions and lobbying expenditures can be found on our website, including our annual contributions report and links to our quarterly U.S. federal lobbying activities and expenditures reports.

In 2018, the Center for Political Accountability assessed our disclosures for its annual CPA-Zickin Index of Corporate Political Disclosure and Accountability, and designated Visa a "trendsetter" (the highest designation in the CPA-Zickin Index).

## Corporate Responsibility and Sustainability

The Nominating and Corporate Governance Committee of our Board oversees Visa's corporate responsibility initiatives. We believe that as a trusted brand in payments, Visa has a tremendous opportunity and responsibility to use our bursens to connect the world – enabling economic growth and strengtheming economies while allow helping improve lives and ceales a better world. We are committed to managing the risks and opportunities that arise from environmental, social and opvernance (ESG) issues.

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## VERIZON COMMUNICATIONS INC.



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## VOYA FINANCIAL, INC.

### CORPORATE RESPONSIBILITY

Corporate responsibility is a business imperative woven throughout our enterprise. We regard corporate responsibility as an investment in society and in the success of the Company. As a responsible corporate citi we simultaneously consider our impacts on the markeplace, society and the environment. We have an unreavering commitment to conduct business in a way that is ethically, economically, socially and environmentally reponsible.

As such, we implement initiatives that integrate responsible and sustainable thinking into our operations, positively impact our communities and minimize our impact on the planet. Our work is guided by corporate propossibility summarias and framesoves have and informed by analysis of key impacts: identification of risks and opportunities and stakeholder inpact. We report publicly in our corporate responsibility annual report and on our website the progress on our corporate responsibility commitments, and disclose our environmental, social and governance data to investors on an ongoing basis. Corporate responsibility is governed by our Corporate Responsibility Executive Council, composed of our most storing indexed sand haved by our CEO. We report our corporate responsibility control composed of our most storing includes and haved by our CEO. We report our corporate responsibility performance to the Nominating and Governance Committee on an annual, and as needed basis.

## Political Co

Political Coardinations Oversight and Dischance Our Nominating and Governance Committee a comparised solely of independent directors, provides oversight of the Company's political contributions and lobbying expenses. As part of its oversight not it reviews our political activity policy and monitors our ongoing political strategy as it relates to the overall public policy objectives for the Company. The Committee also reviews an annual report on our political contributions and lobbying expenses. This report is available air investors voya concentificancial-reporting/immul-reports. Political contributions made by Voya Financial Political Action Committee (PAC) provide a voice for the Company and its employses on that they may participate in the American denormatic process. The PAC supports conductions from host mayor political parties and Independents who under PAC in the properties of the Company and its employses on that they may participate in the American denormatic process. The PAC supports conductive the Company's compare values of by laws and based partical communications team for public company and inferes of the PAC company's compare values. The PAC is the supervised active the pro-company of the Company and the support of the company's compare values. The PAC is the support of the company's compare values. The PAC relations on table legal expertise to address new or emerging issues and an outside vendor for the administration of the PAC.

Community Investment We conduct our community investment work through Voya Foundation whose primary work focuses on financial iteracy for extra community investment work through Voya Foundation, employees receive dollar-for-challer matches to eligible nonpecifis of their choics. The annual maximum match-5000 for employees and 525,000 for ensoince management and directors. In 2018, employees doubled for their familiants to vore 3600 nonpecific angunitation in the U.S. In addition, full-time employees receive than S3 million to over 3600 nonpecific angunitations in the U.S. In addition, full-time employees receive than S4 million in over 3600 nonpecific angunitations in the U.S. In addition, full-time employees receive prime to the prime of the second second second second second second second prime to 2018, employees volunteered nove than 61400 hours in 2018. On Voya's find manual National Day of Service in 2018, employees volunteered over 13,600 hours in one day supporting 130 local nonprofit

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## W.R. BERKLEY CORP.

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vear. 2019 Proxy Statement

Community Involvement and Engagement

Ethics & Compliance

Customer Privacy & Data Security

Environment and Energy

Products and Services

Responsible Investing

Public Policy

Climate Risk 

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The table below outlines ESG areas the Company considers to be of strategic importa-

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES

We anticipate releasing an inaugural ESG report later this year that we can build upo come. We also expect to expand the initial boundary to other parts of the organization

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CORFORATE GOVERNANCE AND BOARD MATTERS	Our Commitm	ent to	
ENTAL, SOCIAL AND GOVERNANCE ISSUES	Corporate Citi	zenship	
Employment practices     Employment practices     Professional and leadership training and development     Diversity, Inclusion and anti-discrimination     Employee well-being	Our Commitment and Stra Corporate citizenship is included ar	tegic Priorities	n, Values & Goals
✓ Volunterism and charitable giving     ✓ Collaboration with community organizations     ✓ Leadership in charitable organizations	We understand our role as a community partne economies, and the environment. We strive to 1 contributions to every community we serve — t philanthropy. A strong, thriving economy is goo	be the financial services leader in o through our products and services,	orporate citizenship by making positive operations and culture, and our
<ul> <li>Anti-money laundering, corruption, and bribery policies</li> <li>Code of Ethics and Business Conduct</li> <li>Whistleblower and non-retailation policies and hotlines</li> <li>Training and compliance resources</li> </ul>	The Corporate Responsibility Committee of our programs, and strategies regarding significant outlined in the committee's charter. Three key p	r Board of Directors has primary ov corporate citizenship matters and o	ersight for Wells Fargo's policies,
Data security and privacy policies     Training and compliance     Data protection systems     Governance and controls	Help ensure that all people feel Str valued and respected and have sul equal access to resources, opp	renomic empowerment rengthen financial self- fficiency and economic portunities in underserved mmunities	Environmental sustainability Accelerate the transition to a low- carbon economy and help reduce the impacts of climate change on our communities
Policies on lobbying and political involvement     Membership and senior leadership positions in trade     organizations     Corporate federal government affairs function     Energy and water conservation	opportunities to succeed For each of our three key priorities, we have m transparent with key stakeholders about our pn Corporate Responsibility Report prepared in ac	ogress and performance, and discle coordance with Global Reporting Ini	ose our progress annually through our tiative (GRI) Standards Sustainability
Energy and water Conservation     Recycling programs     Physical plant     Travel	Reporting Guidelines. Learn more at https://wn goals-and-reporting/.	ww.wellsfargo.com/about/corpor	ate-responsibility/
Infave     Risk management governance     Weather risk measurement and management     Climate change risk modeling and nanlysis     Loss control services for clients     Disaster recovery plans	Stakeholder Engagement The constructive and candid feedback we rece strategy, and progress throughout the year. In i provide insights to our Board and our Company areas affecting Wells Fanzo, including expertiss social inclusion, climate charge and sustainabil materiality assessments to obtain input and fee	2017, the Company formed an exter y. This advisory group includes indi e in serving the financial needs of u lity, and governance matters. Since	mal Stakeholder Advisory Council to viduals with expertise in a variety of nderserved communities, diversity and 2013, we have conducted periodic
Operating units that specialize in ESG areas     Insurance products that address client ESG risks     Small business insurance     Educational, engagement or loss control programs	asset- and company-level risks and prioritize to learn more about our materiality assessment, a Company and our stakeholders, please view "5 www.wellsfargo.com/assets/pdf/about/corp	opics with the highest importance to and the methodology we employ to Shaping our CSR Priorities" on our	our business and our stakeholders. To prioritize topics most relevant to our website at https://
Investment policies     Risk mitigation and reporting     Exclusions for investing in certain countries or issuers     ESG sector investments	Environmental and Social Risk Mar We seek to do business with customers who di risks. We expanded our ESRM Policy and ESR across all lines of business to help us more der risks. As a result of our enhanced ESRM Fram	emonstrate responsible manageme RM Framework, which supplement of eply understand how customers in a	our traditional due diligence practices, certain sectors are managing these
ESG report later this year that we can build upon in the years to nitial boundary to other parts of the organization in each subsequent	carbon risk tool to account for general portfolio regulated corporate utility borrowers engaged i ESRM Framework and our other environmenta ESG Guide at https://www.wellsfargo.com/al	emissions, percentage of coal gen in certain electricity and natural gas al, social, and governance (ESG) ini	eration, and related risk factors for all activities. To learn more about our tiatives, we encourage you to visit our
43	8 Wells Fargo & Company		
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## **XCEL ENERGY**



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## XYLEM

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## COMMITMENT TO SUSTAINABILITY

At Xylem, usualinability is at the center of who we are and what we do. As a leading global water technology company, we address one of the work's most urgent sustainability challenges -responsible stewardship of our shared water escurates. Technology is playing an increasingly important rice in helping the work's olive water susses. We have a long history of innovation, and are focusing on the powerful capabilities of smart technology, integrated management and state. This also evaluates our castleness to validate granter water and energy of followids, to have access to more affordable solutions and to build communities that are more realient against the adverse impacts of climate change.

Our Board of Directors, primarily through its Nominating & Governance Committee, provides oversight of our overall approach to sustainability and corporate citizenship. In addition, our Leadership Development and Compensation Committee oversees our approach to diversity and inclusion as well as talent development. The Committees as well as the full Board discuss sustainability-related risks and opportunities with management on a regular basis.

Xytem Watermark is our corporate citizenship and social investment program and it plays an integral part of our sustainability approach. The program's twotloid mission is to provide and protect safe water resources for communities in need anound the world and doutcale people about water issues. Through Xytem Watermark, we engage with local communities via employee and stakeholder volumteerism and work with nonprofit organizations to address a range of water and sanitation challenges by providing finandal support, water technology and sanitation and hygiene education.

In 2018, Xylem was rated by and named to several indices used to track performance of companies in measuring and reporting on their sustainability performance: Sustainability: ESG Report, the MSCI Global Sustainability Index Series, the INFTER-Global Index Series, the Carbon Disclosure Project), Euronext Vigeo Index: US 50, ISScekom and the NASDAQ OM CRO Global Sustainability Index.

In addition, we are signatories to the U.N. Global Compact, the U.N. CEO Water Mandate, the Global Business Coalition Human Rights Campaign and the American Business Act on Climate Pledge.

## COMPENSATION HIGHLIGHTS

<ul> <li>A significant portion of our executive pay is performance- based and not juarnateed: approximately 67% for our CEO and approximately 74% for our other named executive officers (NECs) is compensation for our NECs is aligned with shareholder interests through a balanced and competitive equity program (mix of restricted stock units, performance share units and stock options)</li> <li>We conduct regular compensation benchmarking and an annual compensation risk assessment</li> </ul>	We have only double-trigger change-in-control vesting for our long-term incentive awards:     Our Landership Development and Compensation compensation advantage in independent compensation advantage in independent in our say-on-pay advancy vote (94%)     Our policy is to conduct an annual say-on-pay shareholder vote
We have a cap on our incentive compensation payouts	
Rose Salary 12%	Rate Subry
"Promotinge of pay is based on annual target compensation (base starty, target compensation) and excludes any one-fine averts granted upon him.	version and and and and and and and an

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# Human Capital Management (HCM)

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 (HRM) 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 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 primarily on one or more of the primary sub-components of HCM.

## BANK OF AMERICA CORPORATION

## $\mathbf{k}$ RESPONSIBLE GROWTH Being a Great Place to Work Central to sustainable Responsible Growth are the actions we take to be a great place to work for our tearmnat reflects how we run our company every day. We put the customer first, emphasize integrity and responsibility, a encourage all employees to bring their whole selves to work. When we create a workplace where our colleagues empowered, and committed for the long term, we are better positioned to help our clients improve their financia Being an inclusive workplace for our employees around the world All of our compensation plans are reviewer certified annually by our risk management function Recognizing and rewarding performance Our Global Diversity & Inclusion Council, chaired by our CED, is comprised of leaders representing every line of business and region, and is responsible for setting and upholding diversity and inclusion goals and practices We have an enhanced performance revi process for senior leaders and employee have the ability to expose our company to re a diverse and inclusive company. Currently, lobal workforce is more than 50% female; and than 45% of the U.S.-based workforce are le of color. Our senior leadership is also see: seven of our 16 Board members and seven · CEO's 13 direct reports are women and/or We have been an industry leader in establishing internal minimum rate of pay for our U.S. hourly employees and have made regular increases over many years. Two years ago, we raised our minimu wage to \$15 per hour and our minimum wage is higher today. Our average rate for all U.S. hourly employees is significantly above this level more than 40% female; and more than 45% of the U.S. recruiting class was people of color We pay our employees competitively based on market rates for their roles and how they perform and we regularly benchmark against other companies both within and outside our industry t ensure our pay is competitive in the market for comparable roles We host courageous convenations, group and one-on-one discussions that encourage employees to have open dialogue on topics that are important to them. These dialogues foster inclusion, understanding, empathy, and positive action by creating waveness of employees' experiences and perspectives related to differences in thoght, style, sexual orientation, gender identity, race, ethnicity, disability, outure, and experience Our company is committed to compensating our employees fairly and equitably based on performance, with equal pay for equal work, regardless of race or gender. See page 34 regardess or inder or genden", see page 4-in addition to metholssed salarily increases and applicable incentive compensation, to share our success in 2018, we again provided special compensation awards to receptize the contributions of our employees to our progress and record performance, and reflect the continui-day providented by 50% of our teammarks received special awards as a result of 2018 performance to were the salt zerus, we awarded more than we a range of programs to connect yees, executives, and thought lead /, including 11 Employee M han 250 chapters made u embers worldwide Dur company was recognized for th ne Magazine on its 100 Best or Diversity List, by Euromoney as r Diversity, and by Catalyst with the t Award for our efforts focused on we determine compensation levels for new res based on individual qualifications and re

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## CBS CORP.

## Commitment to Our People and to Our Community

CBS is committed to the issues and causes that are important to our community and that our employees care about. From using the power of the CBS Television Network to drive awareness through our CBS Caree® public service amouncement ("PARs"), to supporting our employee resource groups and business divisions in their volunter and philanthropic efforts, to working with our divisions to conserve energy. CBS takes seriously its role as a socially responsible component activer.

CPUCDB employees are at the heart of this effort. We want to attract and retain the best and brightest and are committed to promoting a strong workplace culture where pecipie at all levels of our Company field valued, respected an empowered. Our common goal is to come together to make a postive impact on unworkplace and in our community, and we continue to use the immense power of our media platforms, particularly the CBS Television Network, to heighte

- In 2018, the CBS Television Network scheduled CBS Cares PSAs with an estimated value of \$237 million. They featured de array of CBS talent on a variety of important topics, including heritage and history months, child advocacy port for the military, veterans and their families, and awareness of health issues. A few examples include:
- CBS Cares expanded its annual commitment to honoring the victims of the Nazi Holocaust on International Holocaust Remembrance Day by initiating a partnership with the United States Holocaust Memorial Museum and featuring several PSAs with Soci Ptelley.
- To mark Women's History Month, CBS Cares produced PSAs that honored notable women in history and featured Maria Bello, Aisha Tyler, Tea Leoni, Sara Ramirez and the hosts of "The Talk."
- For Black Hatory Month, CBS Cares, CBS Diversity and The Smitheonian Channel partnered with the National Museum of African-American History and Cuture to create special PSAs honoring Muhammad Al, Hamiet Tubman, Marian Ardenson, Paul Robacon, the Tuskegea Ammin and the Harimi Revisioance.
- For Memorial Day, CBS Cares partnered with the CBS Veterans Network to create PGAs that called upon viewers to support TAPS, an organization that provides assistance and resources to the families of fallen heroes. CBS Cares also aread PSAs for Veterans Day honoragin the service and assistice of our nation's 22 million living veterans, featuring Medal of Honor recipient and Vetram War veteran Paul "Bud" Bucha.
- In the wake of the wildfires that ravaged California and the humicanes that devastated the South, CBS Cares created special PSAs urging viewers to help with disaster relief efforts.

In addition, ap part of the Company's separation agreement with its former chief executive officer, in December 2018, CBS announced grants totaling S20 million to 18 organizations that support the M&lo to movement and equality for women in the workplace. The organizations, which induce Catalyki, Ghi for Grander Equilyime too, movement, National Women's Law Canter, and TIME'S UP Entertainment, represent different approaches to eliminating assail barassment, including efforts to improve gender equipy in the workplace and provide xitoms with services and support.

Including efforts to improve gender equily in the workplace and provide victims with services and support. We view diversity and inclusions as integral components of our workplace culture initiatives are values at our owned to use of the services and support. We view diversity the CBS Diversity Council assists the Company in helping to build representation of diverse groups ances our divisions. In addition, we have programs that and the oricourge diversity in our programming, body ensures or group that we can be appreciated or the service of the service of the services and the services of the service o les from 2018 include

CBS Diversity and Inclusion sponsored the Big Sunday Thanksgiving Stuffing Event, where nearly 250 CBS employe
volunteered to pack Thanksgiving dinners for more than 2 000 families in the Los Angeles area

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## Corporate and Social Responsibility antal safety and s

The Boards of Directors of Carnival Corporation & plc established Board-level Health, Environmental, Safety & Security ("HESS") Committees comprised of four independent Directors. The principal function of the HESS Committees is to:

- assist the Boards in fulfilling their responsibility to supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Chief Executive Officers of our brands attends the meetings of the HESS committees.

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

- In addition, Carnival Corporation & plc's HESS Policy describes our commitments to:
- In action, Camva Coprovation & pic 3 HESS to Youry description of uncommutation to: protecting the health, safety and security of our passengers, guests, employees and all others working on our behalt, thereby promoting an organization that strives to be free of injuries, illness and bas. and bas. environment, including the marine environment in which our vessels all and the communities in which we operate, striving to prevent adverse environmental consequences and using resources efficiently and sustainably. complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business activities; and assigning health, environment, safety, security and sustainability matters the same priority as other orbits business matters.

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

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

Risk Advisory & Assurance Services ("RAAS") is Carnival Corporation & picci internal audit departments and is headed by the Chief Audit Officer, who reports directly to the Chairs of the Audit and HESS Committees. The Chief Audit Officer advanta and the Audit reporting line to the General Counsel, RAAS conducts annual HESS audits of each brand's head office and each ship in our fleet. These audits are in addition to the audits performed by external Infrication certification and regulatory auditors.

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## CHEVRON CORP.

## independent lead director

Your Board recognizes the importance of independent Board oversight of the CEO and management and has developed oversight, in addition to conducting an annual review of the CEOs performance, the independent Directors meet in executive season at each Board meeting and discuss managements's beforemance and meeting and discuss provides to the CEO and other members of management.

Further, when the Board selects the CEO to also serve as Chairman, the independent Directors annually select an independent Lead Director currently Dr. Sugar

described in the "Board Leadership and Lead ector" section of Chevron's Corporate Governance delines, the Lead Director's responsibilities are to:

- chair all meetings of the Board in the Chairman's absence:
- chair the executive set
- lead non-management Directors in an annual evaluation of the performance of the CEO as well as communicate that evaluation to the CEO;

oversee the process for CEO succession planning.

lead the Board's review of the Board Nominating and Governance Committee's assessment and recommendations from the Board self-evaluation

- serve as liaison between the Chairman and the independent Directors; consult with the Chairman on and approve agendas and schedules for Board meetings and other matters pertinent to the Corporation and the Board;
- be available to advise the Committee Chairs of the Boar in fulfilling their designated roles and responsibilities;
- participate in the interview process for pro directors with the Board Nominating and Go Committee

endent Directors; an be available as appropriate for consultation and direct communication with major stockholders.

## human capital management

Human capital management is critical to ongoing business success. At Chevron "human energy" is the most important element of delivering reliable, affordable and ever-clasme create a hapity engaged and motivated vuolforce with employees are inspired by leadership, engaged in

The Board routinely reviews the Lead Director's responsibilities to ensure that these responsibilities enhance its independent versight of the CD and management and management, and other Company personnel. Accordingly, in 2071, the Board further enhanced the description of the Lead Director's role in the Corporate Covernance Guidelines. The Lead Director and Charman collaborate Colley on Board Lead Director and Charman collaborate Colley on Board the Board. These consultations and agendas and the formation provided to the Board Requestly reflect input and subgestions from other members of the Board and Subgestions from other members of the Board processes in the Tobard Agenda and Meeting' scistion of Chevron's Corporate Governance Guidelines.

Any stockholder can communicate with the Lead Director or any of the other Directors in the manner described in the "Communicating With the Board" section of this Proxy

Statement. Also, as discussed in more detail in the "Environmental, Social, and Governance Engagement" section of the Proxy Statement, the Board encourages a robust investor Statement, the Board encourages a robust investor Investor, including those that are philosophically opposed to combining the positions of Chairman and CEO, have overheleringly communicated to Chevron that they have minimal, if any, concerns about your Board or individual Studuet More sections, meetings, have, worked Studuets More sections, they are sections, have, worked

Directors or about crievrons, structure. More specifically, these confidence in the strong counterb

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ANNEX A

HCM

## DANAHER CORPORATION

## ate Governance ight of Str One of the Bard's primary responsibilities is overseeing management's establishment and execution of the Company's strategy. A least quartery, the CED, our executive leadership team and other business leaders provide detailed business and strategy updates the Board. Alleast annaly, the Board candicus an even more in-depth relevel on the Company's overlist strategy. At these reviews the Board engages with our executive leadership team and other business leaders regarding business objectives, the competive and scalar business and strategy and the company's budget and Company performance, among other topics. The Board looks to the flocause depention of the Company's budget and Company performance, among other topics. The Board looks to the flocause depention of its committees to inform strategic oversight in the areas of flocaus. Spotlight: oversight of strategic acquisitions Spelight weinging of strategic acquisitions The Board oversets Danaher's strategic acquisition and integration process. Danaher views acquisitions as an important element of our strategic to elever long-term shareholder value. Our Board includes eight members with actensive business combination experiments. That dight in desprince allows the Board to constructively engages with management and effectively potential acquisition targets, executing transactions, and managing integration, and our Board's oversight extends to each of these elements. Management and the Board regulary discours potential acquisitions and their role in the Doard's acquisitions business strategy. These discours differs acquisitions in process and potential future acquisitions, and cover a foroid many for nates, including valuation, risk and potential apprecisions potential acquisitions and strategic in Board's acquisitions or nates, including valuation, risk and potential apprecisions potential acquisitions and potential acquisitions or nates, including valuation, risk and potential apprecisions potential acquisitions and potential acquisitions and potential acquisitions for nates, including valuation, risk and potential apprecisions and potential acquisitions and potential acquisitions and provides feedback regarding the operational and financial performance of our historical acquisitions. light: oversight of human capital management and CEO succession planning Sprilight eveningst of human capater management and Lock successors permise Sprilight eveningst of human capater management and Lock successors permise on a regular basis across a range of human capital management issues. Distation is focued on creating a respectful, rewarding, diverse, and inclusive over environment that allows our employees (whome write for associated to build meaningful carees. The success of these human capital management tobectives is essential to our strategy and our allows purpose to Help Realize Life's Penetual. Working with management, the Badar and Compensation Committee evaluates materials including culture, succession planning and development, compensation, benefits, therit resulting and retention, excessors and examples and education and the compensation comments evaluates evaluates and accession of planning and development, compensation, benefits, therit resulting and retention, excessors and evaluates and education and out-havior. Additional. Are human the compensation compensation carbon evaluation and the activity and successors and accession of the succession of the succession and the succession accession accessin

With the support of our Nominating and Governance Committee, our Board also maintains and annually review both a long-term succession plan and emergency succession plan for the CEO position. The foundation of the long uccess on planning process is a CEO development model consisting of two dimension, leadership be point experiences. The Board uses the development model as a guide in preparing conditions, and a area for the CEO and other executive positions at the Board's annual laterit review and succession plan multi assistin, the Board values that and compress candidates using the development and cit, and revie that's development actions, progress and performance over time. The candidates evaluations are supported at the 'development actions, progress and performance over time. The candidates are Board and 2004-development actions, progress and performance over time. The candidates are Board and 5. through Board meeting presentations and at the Company's annual leadership conference.

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### ws the Company to pursue its risk management vision of: This structure all

- Creating a risk-aware culture across the enterprise to facilitate open transparent dialogue; Striving to focus on strategic and cross-functional analysis to identify future and emerging risks; and Making sure risks are taken into consideration before critical decisions are made.

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Your Board believes that its structure for risk oversight provides for open communication between management and the Board and its Committees, which effectively supports management's enterprise risk management program. In addition, strong independent directors chair each of the Committees involved in risk versight, and all directors are involved in the risk assement and ongoing risk reviews.

## People Development

Your Board believes that one of its primary responsibilities is to oversee the development of executive-level talent to successfully execute CMV's strategy. Management succession is regularly discussed by the directors with the CCD and during the board's executive escations. The Board everyon acidadates for all senior executive positions to confirm that qualified and diverse successor-candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of behaviors. candidates

The Baard's investment in people development does not stop with management succession planning. It actively takes an interest in making sure all employees are fully engaged and realizing their potential. To accomplish this, the Baard annually reviews the diversity pleptient at all levels of the Company and reviews an update on various hinking initiatives for diversity groups supported by the Company. At this time, the Board believes it has a deep and diverse talent pipeline from which to promote employees at all levels of the Company.

Since 2012, another tool the Board has used to monitor people development is review of results from the Company's salaried and hourly Workplace of Choice survey. This provides the Board with feedback and enables it to hold leaders accountable for developing talent and maintaining any anoing culture.

The Bard also believes that visits to Company facilities enable it to judge the Company's cultural journey first-hand. For example, within the past gave, the Board has visited the Company's Global Propulsion Engineering Center, Is Performance and Racing Center, Iis Researd and Development Handrotries, and it sauronnous which dushiding. Cuites. These propertiences enable the Board to judge whether the Company is adopting business practices that create the engaged and stable workforce that is needed to create competitive advantage.

For additional information on human capital management initiatives and actions to create an inclusive culture, see our Sustainability Report at gnsustainability.com and Diversity and Inclusion Report at itu and Inclu

## **CEO Succession Planning**

Our Independent Lead Director oversees the process for CEO succession and leads, at least annually, the Board's discussion of CEO succession planning. Our CEO provides the Board with recommendations for and evaluations of potential CEO successons and review with the Board development plans for these successon. Directors engage with potential CEO and senior management talent at Board and Committee meetings and in less formal settings to enable directors to personalig assess candidates. The Board reviews management succession in the ordinary counter objections as well as contingency planning in the event of an emergence or unanticipated event.

## **Board and Committee Evaluations**

The Board and each Committee conduct an annual self-evaluation to assess effectiveness and consider opportunities for improvemen part of the evaluation process, each director completes a written questionnaire and is also interviewed by the Chairman and, if reque - 2019 PROXY STATEMENT -GENERAL MOTORS 29

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CORPORATE GOVERNANC



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# 02 CORPORATE GOVERNANCE

wh the Audit Committee and the full Board review the results of the annual ERM assessment. During the reviews. Honeywell's CFD an termanal Council printy present the results of the ERM assessment in a manner designed to provide full visibility into the risks fairing provide and how managements in mitigating the activity. They make the state full provides the state fairing of the council print of the state fair and the state fair and the state of the state fair and the state fair and of the state of the priority and the state of the state of

magains in activities sections part to board at our commune meaning agriculas to the inclonent grain. Feely three years, the SUP process includes non-non-mereting whether alth Board member to dicuss each director's 'top down' view of facing the entryprise, to solicit the director's recommendations for improving the EMI process, and to ensure that the universe of risks an the metrics for identifying key risks. In terms of Hallhood of occuments and potential factorial impact, to taking that and appropriate. Feedback from the on-on-one interviews with the individual Board members is presented to the full Board and incorporated in our ERM.

# OVERSIGHT OF STRATEGY

No of the Board's pinnary responsibilities in overseing management's establishment and execution of the Company's strategy and the associated insta. The full Board overses strategy and strategic risk through obtait and constructive engagement with management taking into combinations on the priorities glabilish terms inspection guarabilistics, equidatity advectments, and disturbations in management taking the combinations on the priorities glabilish terms inspection guarabilistics, equidatity advectments, and disturbations in management taking pinner of and for do hostnesses. Dhring these newless, management provides the Board with in view of the sign commercial and tableci taking instand taking appropriate actions to mitigan risk. In addition to the review of each business' strategic and namagement or involutions. Board for advection as specific risks are as a requested by management of the anagement of the anagement to provide the Board with the site of the respective of the anagement of the anagement of the anagement of the anagement to involution as specific risks are as requested by provide the tablecies of the anagement of the anagement to involution as specific risks are also requested by anagement of the anagement of the anagement to involution as the anagement to involution as the anagement to involution as the specific as an exercised by anagement to involution as the anagement to involution of the company of the anagement to involution as the anagement tablecies the specific as the company of the anagement tablecies the anagement to involution as the anagement to involution as the anagement to involution as the anagement tablecies the anagement tablecis the anagement tablecies the anagement tablecies the anage

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# OVERSIGHT OF HUMAN CAPITAL AND CULTURE

The Board and the MDCC provide oversight over human capital, with particular focus on culture, talent development and assessment is succession planning. Honeywell fosters a performance culture where all directors, officers, and employees are expected to uphold

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BOARD PRACTICES AND PROCEDURES

# BOARD AND COMMITTEE MEETINGS

- review of the agenda items to be considered for each meeting. Dur topics that are not on the agenda at any meeting and to suggest it oard and its committees perform an annua ard and committee member is free to rais
- Number of Meetings and Attendance. In 2018, the Board held seven meetings and the committees of the Board collectively held 22 meetings. The Board had 100% meeting attendance, and the director's average attendance and at meetings of the committee or help have been appropriated was 9%. Each of the directory attendance in a teat 37% of the aggregated at the tatendance of meetings held during the period for which he or the was a directic, and the total number of meetings held by all Board committees or here or the saved during the period for which here a the saved.

Honeywell | Notice and Proxy Statement | 2019

# J.P. MORGAN CHASE & CO.

EXECUTIVE COMPENSATION IV. Investing in our people Our employees' effectiveness, career development and ability to adapt to a changing landscape enables continued delivery of sustained shareholder value. We believe the most effective workforce is a diverse workforce, and as such, we maintain firmwide inclusion and diversity initiatives to attract and relatine the highest quality taken. In order to attract and relatin diverse employees, we believe in providing well-paid jobs with strong benefits and wellness programs. Diversity Diversity and inclusion are of strategic importance to the Firm. We are committed to a culture of openness and meritocracy and believe in giving all individuals an opportunity to succeed. We believe diversity with an inclusive environment offsets immovation, creativity and productivity, which is critical to our success, and we are deeply committed to hiring and retaining employees from different backgrounds, experiences and locations. We continue to invest significant time and effort toward executing diversity and inclusion best practices Firmwide. Our Business Resource Groups (\*BRG\*) are communities of employees who voluntarily work together to advance the firm's priorities and its position in the global marketplace by leveraging the using exergences of their members. We have ten BRGs globally, with ver 9:0.000 employees participating from all LOBs. In addition to BRGs, we have developed other diversity and inclusion strategies to that as have developed other diversity and inclusion strategies such as:

Weenes the \* 0001k is global, firmulde effect displayed to suggost made employee, clients and consumers to build their corresp., and the strates was associated and provo its as a distance of the strates associated and provo its as a distance of the strates associated and provo its associated and their corresp. and their corresp. and their correspondent of their corres



- 100% rating on the Corporate Equality Index (Human Rights Campaign) and a top score of 100% on the Disability Equality Index survey (Disability: IN and American Association of People with Disabilities)
- 50 Best Companies for Diversity by Black Enterprise
- Top Company for Multicultural Women by Working Mother Magazine
- Best for Vets Employer by the Military Times

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Best Practice for Promoting Asian Pacific American Women by the Asia Society

# JPMORGAN CHASE & CO. + 2019 PROXY STATEMENT

Total of 2 pages in section

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Given the highly technical nature of our business, our success depends on our ability to attract and retain talented and skilled employees to create the technolo of the future and delight our customers. Our global workfored or 107,4001 high educated, with approximately 85% of our people working in technical roles. We invest in creating a diverse, inclusive, and safe work environment where our employees can deliver their workplace best every day. This environment fosters rich and powerful culture that allows to make a profound impact on the work of the safe sters a

All employees are responsible for upholding the Intel Values, Intel Code of Conduct, and Intel Cabali Human Rights Principles, which from the Foundation of our policies support the ongoing career development of employees. To over a dacade, we have tracked and publicly reported on key human capital metrics, including workforce demographics, diversity and inclusion ads. turnover, and training data.

# DIVERSITY AND INCLUSION

Unterstit THAU IntCOSING Building an inclusive workforce, inclusity, and ecceptem is critical to helping us drive our builness forward. We committed \$300 million to advance diversity and inclusion in our workforce and in the itechnology industry, and met our goal to achieve full representation of women and underspresented monitories in our US swortforce in 2015—Nov years ahead of schedule. We have a long-standing commitment to inclusion abelieve of the standard state of the state setuply expected monitory and the state of the state of the state setuply expected security hards and other employment claims.

# GROWTH AND DEVELOPMENT

We invest significant resources to develop the talent needed to keep the company at the forefront of innovation and make Intel an employer of choice. We deliver training annually and provide rotational assignment opportunities. During 2017 and 2018, we trained our managers in inclusive management practices. Over the past five years, our undesired voluntary tumover rafe has been below 5%.

# COMMUNICATION AND ENGAGEMENT

Our access depends on employees understanding how that work contributes to the company's overall strategy. We use a suit of channels to failthat open and direct communication, including open formar with esocutives; causter/or organizational Health Polis; and engagement through more than 30 different employee resource groups, including the Women at Intel Network, the Network of Intel African American Employees; he Intel stations Network, and Hears.

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, a popular Employee Stock Purchase Plan, healthcare and retirement benefits, paid ine off, flexible our schedules, ababtacia, fertiliva saistance, and on-site services. For more than a decade, we've performed an annual compensation analysis in the U.S. to ensure pay equity by gender and nace tenticity. In 2018, we begin globality our markits and recently announced that we've achieved gender pay equity lobably.

# HEALTH, SAFETY, AND WELLNESS

Our ultimate goal is to achieve zero serious injuries through continued investment in and focus on our core safety programs and injury-reduction initiatives. We provide access to a variety of innovative, flexible, and convenient employee health and wellness programs, including on-site health centers.

Our Capital 2019 PROXY STATEMENT

"In 2018, we met our U.S. diversity and inclusion goal—two years ahead of schedule. We are proud of our progress but not satisfied. We view diversity and inclusion as a business imperative that drives innovation and future growth. Every voice matters."

-Barbara Whye, Intel's Chief Diversity and Inclusion Officer and Vice President of Human Resource

Total of 2 pages in section



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# MGM RESORTS INTERNATIONAL

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	onsible people, community	PRIORITIES and environmental practice r value. Four strategic priorit	
Fostering Diversity & Inclusion Talent management Diverse and inclusive work culture Customer, supply chain & stakeholder engagement	Investing in Community • Workforce development • Community development • Responsible gaming	Caring for One Another • Volunteerism • Employee giving • Corporate philanthropy	Protecting the Planet • Climate leadership • Sustainable design & construction • Responsible operating practices
<ul> <li>Cultivate a best-quality gk our communities.</li> <li>Create welcoming, inclusi we operate.</li> <li>Cultivate diversity and incl markets, supply chain and</li> </ul>	ve environments everywhere usion in our customer d external stakeholder s business growth and expand	Investing in • Expand pathways to economody workforce. • Provide economic opportu- and cultural fabric in the co- operate. • Promote responsible gamili- keep gambling safe, fun an	nity and enhance the social mmunities where we ng practices and tools that
Caring for Drive post evolutions engagement through eng Instit Philathrough comp employees through The M Support our host communi- through Company giving.	Noyee volunteerism. tment and pride in our IGM Resorts Foundation.	Protecting Leverage our actions and of leader on climate change. Design and build with torm Reduce negative environm operations.	prrow in mind.

# MICROSOFT CORPORATION



2018 PROXY STATEMENT 15

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# NIELSEN HOLDINGS PLC

We remain committed to fully calculating and managing our carbon emissions. To that end, in 2xH, we have expanded our data collection and reporting to include all Nielsen sites globally. In addition, we onboarded a new data management platform that allows for more accurate and efficient representation of our global focuprint and other orgoning measurements. We have also expanded our CHAE emissions reporting to include Scope 3 (business travel), and we continue to explore the relevance and applicability of all % Scope 3 categories.

categories. In recognition of both the reality of climate change and the opportunities for increased efficiency and effectiveness that it presents, we completed our first global climate risk assessment in early zonits to learning. Nuelsensi: climate-related physical and transitional risks, by investigating physical risks, we amend to uncover business assess integral to our operations, such as our facilities, may be affected by estreme weather event (e.g., "super storms, functiones, etc.) and changing climate patients (e.g., increasing drough, heat wates, see level risk, etc.) by looking at transitional risks, we amend to identify the potential financial implications associated where the equatory pressures related to climate change (e.g., carbon taxes, emission caps, investing in new technology, etc.) as well as potential reputational risks.

# Supply Chain Sustainability:

- suppry cruits subminumy. We recognize that our institutional spend with suppliers around the world comes with risks and impacts that are of comern to our company and our stakeholders—risks relating to climate change, energy use, human rights, confit menesia and data privacy and security, among others. Let be immerse purchange power of individual consumers, are algobal company, our institutional spend of over \$2 billion can be a demand signal in the mainteplace. Our Suppl Chanse Statuanability program thad a productive third year in our goal to establish a best practice program with these responsibles and opportunities in mind. A the end of active is demanded more than a continued sourcing plots in our supply chain, representing a zoh increase companed to zon? We continue to more toward our goal of so impact sourcing plots in our supply chain by zoos.
- representing a zoki increase compared to zory. We continue to more toward our goal of goo impact sourcing jobs in our supplicit engagement is the primary means by which we collaborate with suppliers to meet our organism sustainability goals. We do the through measurement and disclosure, continuous impovement and capacity building, in zold was added a contractual provision to our Supplier Code of Contouct requiring engaged capacity of the source of the through measurement and disclosure, continuous impovement and capacity building, in zold was added a contractual provision to our Supplier Code of Contouct requiring engaged capacity can do not our lay suppliers across tom the invence, Laxupe, Latin America, Atiaa and the Middle East and exceeded our goal of assessing too of our lay suppliers with a thrid party supplier assessment overing ESG issues, in acroy, we engaged over go of our lay suppliers substanting assessments, exceeding our goal of an average ESG score increase of increase. We also begin measuring productivencie level impacts in zory. We defined over a baseline key baselines and weight our pulsation arguings to improve them. In zory and zolk we raked awareness of our program internally within Neilsment with presentations to over so corporate bayes outside of our carraitzed Global Procement team. Externally, our program indexes spoke to combined audiences of 3500 about our supply chain sustainability program, and its alignment with the United Nations. As part of our commitment to create industry wide impact, we actively participated as a corporate member with the Responsible Builenses Allinon, the Responsible Mineralis listicity. The Global Impact Sourcing Coalition (as a Founding Member), and the Sustainable Purchasing Leadership Council.

- Nelsen Cares mobilities our data, expertise and associates to positively impact the communities in which we
  live and work around the world. Nelsen Cares programs, in operation since zona, aim to comm Nelsen
  resources and ome to social cause where we can make a difference, bousted on the prority areas of
  Education, Hunger & Nurthon, Technolog, and Diversity & Inclusion. Our employees share skills, time, data,
  and insights Through our volunteement and our in-kind giving programs.

nielsen

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# nielsen

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THE BOARD OF DIRECTORS AND CERTAIN GOVERN

# Data for Good

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- tag for Good to data is the foundation of our work and we believe it can be leveraged to advance social good. We've committee to enhancing the use of data to increase impact in reducing discrimination, assing global hunger, promoting STM education and buildings storage leadership in the social estore. I since aco, Nelleion has pledged to donate at lead 5 emilion each year of our data, products and earlot desi through pro borowork and sills based reducereding with more provide an uncertainty and a more areas. Nelleion donated a record 5ta;> million of data, products and services in node, again supposing our 5 en million eannail donated a record 5ta;> million of data, products and services in socie, again supposing our 5 en million eannail in read from 20 to the end of 2000.
- We license the use of select Nielsen market research data to the Kilts Center at the I Booth School of Business. Through this arrangement, eligible academic researchers can apply to access a warehouse of Nielsen data to advance their academic and social research.

- The Netlen-Foundation, a private foundation funded by Netlen, began grantmaking to nonprofit organization n 2015. The Netlen-Foundation seeks to enhance use of data by the social sector to reduce discrimination, see global hunger, priomet efficience description and build some global private global private and the Netlen-Foundation distributed \$157 million in gainst. One of the Foundation's grant programs to Data for Goodin 1.00, \$32,9239. The Back Cood grants were describing to a for grantations.
- uma or kousti. In zura: systagen on Lista for Good grants were distributed to four organizations. The Niesien Grandmin also launched town signiture programs in soit. The TechDiversity Accelerator and Discover Data. The TechDiversity Accelerator, in collaboration with Terapa Bay Nove, is a program specifically decistered to foreira by grayeth of diverse straturgs in the central Prodiver agoin and access the country. Discover Data, an education initiative in collaboration with Discovery Education and The Arterschool Alliance, provides: reacourse students age in that create excitement about the power of data analysis, as well as volunteer guides to visit dascrooms in person or vitually.

# DIRECTOR EDUCATION

Educating our directors about Nelsen and our industry is an ongoing process that begins when a director joins our Board AI new directors take part in a comprehensive orientation about Nelsen which includes meetings with servine leaders to board strateging as well as our control functions, including finance, operations and legal. We also conduct in depth training sessions on the work of our committees for both new directors and those directors who are newly appointed as committee. For a new member of the audit committee, this may include training with our independent registered public accounting firm.

We encourage our directors to participate in external containing in time. Where encourage our directors to participate in external containing director education is two provided membranement for response associated with this participation, controlling director education is also provided during Board membranes and other Board classicosis os ap and rate formal membrane and a stand-able enformation sessions outside of meetings. Among other topics, during post, membranes and a stand-able enformation sessions outside of meetings. Among other topics, during post, micrometitor with our strategic review, we conducted several three during during the directory and a stand-able enformation businesses. Our Board also regularly reviews developments in corporate governance to continue enhancing our Board's effectiveness.

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# **REPUBLIC SERVICES, INC.**

# Sustainability, Corporate Responsibility, People and Talent

n to being committed to our customers, employees, and shareholders, we are also committed to the communities we serve and to ommer. As part of our orgoing Blue Planet\* sustainability initiative, we continue to build durable practices and programs across ou ally platform with the goal of a cleaner, serve, and headher world. 

# Sustainability Focus

Suctainability Focus
by believe the lare acceptionability or regenerate our planet with the materials we are entrusted to handle every day by driving increased
recycling, generating remeable every, and helping our customers be more resourceful. Additionally, requilatory and market developmen
that are related to contern about potential impacts from citrate change prevents with strategic busines opportunity for reduce our
entrusions with about providing our customers with sustainable solutions that related to contend be potentially or setup even
resistors, include the cutoff technology or commands regulatory and market developmen
resistors, include the cutoff technology or commands regulatory and technology or angle
contributes to a denser word, while abo providing our potentials to inforce timp averages, increase customer loyaby, grow our busin
reduce costs, motione our employees, and differentiate heads for more competence. its own t, we





Each of these areas has a significant effect on the environment and society and contributes to preserving our Biae Planet, while strengthening the foundation of our business gains (forward. We set initial austainability gais in 2014, outlined below, and developed programs that enabled our a downer toward there gais. These advisements realised in the reaction of 1.2 million toor of cachon double equivation to ear in they early period, primarily due to the file-yob benefits of increased registry. Developing and the primary and the file-yob benefits of increased registry. Developing and the primary and the set of the set of the primary and the set of the primary and the set of the set of the primary and the set of the set of the primary and the set of the set of the primary and the set of the set of the primary and the set of the set of the primary and the set of the set of the primary and the set of the primary and the set of the set of

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# TERADATA CORP.

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# CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Our Mission esses work and people live through the power of data

# Our Commitment

The results were an initial to basing a corporate culture, and/ord of hour one values, the intentionally taken backain and of the community of the community of the communities in which we popular. We are communities the so-deners and inclusive workplace. We believe that all on tableholdes – our stochholdes, employees, customers, suppliers, the people in the communities in which we operate, and the employment – must be considered in a value of the so-pared in a so-mention of the so-mention of the so-mention of the so-mention of the so-and hours and an our culture and currormunities, we are committed to giving tasks to the places in which we operate. We are achieving these commitments through a number of initiatives, including those lates below:

# **T**O

- Our People and Culture Treadata strength is our people. We are an equal opportunity employer, committed to sustaining a world-class team by empowering an environment that is interinonally inclusive and fully leverages diversity in all aspects of our business. We champion each other, share our operetise and learn from each other to multiply our collective value for Teradata is committee 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 harasament. We are actively angaged in nutriting a inclusive culture on that seeks out, veicomes and values diverse people, inclusive actions and diverse solutions for our business.
- We are providing training on unconscious bias and will frequently monitor our metrics for progress. We are committed to leverage our insights to uncover unconscious bias and take action to catalyze change. In 2019, there will be additional emphasis in this area through the development of a Teradata Diversity Council.
- Our hiring managers and our takent acquisition team are committed to ensuring a diverse slate of candidates for al job openings. In 2019, there will be additional focus on improving inclusive interviewing skills for recruiters and hiring manager
- Through our Leadership Team Mentoring Program, we leverage diversity to create our next generation leaders by pairing high potential diverse employees with members of our executive management team.
- We believe transforming our word begins one community at a time. We support diverse groups and interest within the Company through our employee community groups. We also promote policies and programs that upport working families. We beli
- We support local STEM education programs to ensure emerging leaders in our communities have opportunities to explore their interests.
- Through our commercial and government supplier diversity programs, we seek to integrate supplier diversity into all areas of procurement by identifying, partnering with and purchasing from small businesses and minority and women-owned businesses to support their growth and development.

# stantistic fructions: Products - Ve design technology for the future, and the future demands powerful analytic solutions that are interded to neek increasingly stringent standards to support the earth's precisus resources, including efficient usage of power and water, as well as agree efficiency. Therefore, we focus on providing underner with best-in-class products that are not only highly scatable, but environmentally sustainable as well. To that end, we continuously seems to find and everage technology. Itematiste that can improve performance-per-watt, reduce cooling requirements, and shrink floor space needs in data center requirements as part of our product design instantant. Ŧ



# TETRA TECHNOLOGIES INC.

# CORPORATE GOVERNANCE Sustainability Highlights Our Board of Directors is focused on integrating sustainability into our Company's long-term strategy. We are committed to operating in a sustainable manner and being a responsible corporate citizen for the benefit of our customers, investors, employees, the environment and the communities in which we operate. We focus on environmential stewardship, the health and safety of our workforce, the recruitment, development and retention our workforce, and community enginement. , ition of Health, Safety, Environment and Quality ("HSEQ") Environmental Stewardship Near firmly committed to the health and safely of our employees, the protection of the environment, focuses on controlling risks to employees and others with whom they interact, ministraining safe work practices, minimizing adverse impacts to the environment, meeting adverse impacts to the ERFO is a concreted effort backware. Exploring ERFO is a concreted effort backware. Exploring the safety, environmental, and quality incidents in the product the product and the product on the responsibility to identify work that is unaid or environmentally main and educate or employees on their responsibility to identify work that is unaid or environmentally main and educate or employees on the responsibility to identify work that is unaid or environmentally and and to help mitigate and communicated throughout the company, and to our suppliers and contractors. Considering the end of maintain compression equipment. We utilize electronic proxy delivery to minimize the impact of our Annual Meeting on the environment by reducing the production and delivery of large quantities of printed proxy material. We offer our employees the opportunity to advance in their professional careers through training and development programs. Further training for certain positions includes leadership development and management skills for individuals to progress within We are committed to being a responsible corpora citizen in the communities where we operate and our employees live. We engage in philanthropic activities that support TETRA's values, fostering strong community relationships and enhancing postionts insulate early individuals to progress within management calls in individuals to progress within management calls in individuals to progress within preventive care and is designed to support our employees health and overall well-being. Our Board of Directors and accurve leaderthip Directory and the support of the term Directory and the support of the term Directory and the support of the term or well well and the support of the term 2016 welcomed is first female board member. We are committed to helping transitioning millary service members and veterank lead successful lives after their millary service and twar a millary her initiative that is declarated to welcoming more welcans in tour company. strong community relationships and enhancing employee satisfaction and engagement. Primary focus areas for our community investment are health, douction, and community renchment. For example, we partner with the American Heart Montgomery County. Tease and provide numerous opportunities for our employees to participate in activities to support these organizations. We also support an Internship program for underprivileged high school students. 0 2019 Proxy Statement TETRA Technologies, Inc. | 19

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# Sustainability at Verizon

izon gives people the ability to do more through technology, investments and actions designed to educate the 21st century workforce and promote environmental sustainability.



as a named EPA ENERGY STAR Partner of the Year for Sustained





# Governance Corporate Responsibility and Board Oversight

# Corporate Responsibility and Board Oversight

All is core, our business connects people with each other and the world around them. Our technology powers connections that enable people to do amazing thisps. That is why ware are committed to helping our customers turn innovative ideas into reality and help build a brighter future. Technol is ever conscious of our global migaci. Our Corporate demonster that not our environment, employees, customers and well-keing and health of our environment, employees, customers and the vell-keing and health of our environment, employees, customers and communities. The Report and other information on Yetrator's commitment to responsibility and seatamistify and posted on our website at www.vertica.cum/bala/responsibility.

www.vectora.com/about/responsibility. On Board recognises the importance of our corporate responsibility and sustainability policies and practices and the need to provide effective overright in these reask. Our Corporate Committeen and Corporation maintains formal oversight responsibilities try periodically reviewing vectoriary position and engagement on inportant public policy issues that may affect our business and reputation, including hour relating to corporate responsibility, sustainability, positical contributions (oblyw) activities and others, and reports to the full Board on these matters. The Committee also formally reviews the state of corporate responsibility at Vection with our **Chelic Corporate Responsibility Office** each year. Vericion with our **Cheid Corporate Responsibility Officer** each year. In 2010, Vericion calculationed a new management body calculated the **Responsible Business Council, chaired by the CEO**, to verse the integration of responsible practices as a core opersting principation. Mr. Vestlerp believes that a corporation that is purposefully operating at the interaction of coronic, environmential and societal countibility creates gratter irong-term value for its attendibles. The Chiel Corporate Responsibility Officer reports on the Councils activities to the Board at leget genually



Verizon 2019 Proxy Statement 3

Total of 3 pages in section

# VISA INC.

# Human Capital Management

ttracting, developing and retaining the best people globally is crucial to all aspects of Visa's activities and ong-term success, and is central to our long-term strategy. We are investing in our employees to ensure we main the employer of choica, and to continue to build an inclusive culture that inspires leadership, nccurages innovative thinking and welcomes everyone.

To elevate our leadership culture, in 2017 we introduced the following Visa Leadership Principles, a set of behaviors that guide the way we act:



# Employee Development and Engagement

Visa understands that becoming the industry employer of choice visa unadisanas aa uecuning uie waaay empoyer o usoare equites portan solution and evelopment and development populanities, wilk estive to achieve his through a number of forums, including establishing the Visa Uhivershiy Digal Campus to curvate development and learning resources in a single patientim, utilizing content specifically developed at Visa (such as Payments and Leadership Curriculum) and complemented by recognized external sources.

Through structured online learning and live curricula, we are extending the reach of these learning programs. For example, Visa leaders have designed 'learning paths' that help employees identify content matching their professional development needs. Skills based learning is also being led, created and delivered through functional colleges, such as Technology and Sales. Finally, early career employees can choose from a wide array of practical subjects, such as presentation skills and time management, to set a foundation for their long-term success.

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. We communicate with our employees in a number of ways, and we seek their input on a variety of subjects through our employee survey. In 2017, we received a 94 percent response rate and our scores improved across all categories.

# Diversity and Inclusion

Visa is committed to cultivating a diverse and inclusive environment that supports the development and advancement of all. We foster a feeling of connectedness in the workplace, support diversity of background, experience and thought, support important initiatives like Equal Pay and actively work to eliminate unconscious biases that hold us all back.

# st reflect diversity to understand how to tailor our products and services to meet those ectations. With that mission in mind, Visa's approach to diversity and inclusion involves

cous: st: Cur goal at Visa is to attract, develop and retain a workforce that is reflective of the and communities we support. We are looking for teams that bring diversity of thought, and backgrounds to the lable at every level. and backgrounds to the lable at every level. and the Key. We are focused on fostering an inclusive organizational environment that differences and encoursige unique encypectives.

Can Make a Difference: We are promoting cultural agility among all Visa leaders to workforce engagement and ensure a more robust talent pipeline and leadership and engagement.

elp us harness the innovative potential of an inherently diverse workforce. At the same drive our business initiatives. nographics

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ures and evaluates our workforce representation and impact as part of our strategic ve to build a diverse and inclusive organization. We are committed to reporting our build and the state of the sta



# es do not equal 100% due to ro

ve. tive, Native Hawaiian/Other Pacific Islander and two or more races. Ethnicity dat

w our comp pay equity. ensation practices and conduct thorough analyses to ensure alignment with n, please see our 2017 Corporate Responsibility & Sustainability Report.

# nd Disclosure

affect our business and industry, as well as the communities in which we pate in the political process through regular and constructive engagement with advers, by encoursing the civic involvement of our employees, and by tical organizations where permitted by applicable law. We are committed to parent marve that reflects responsible corporate citizensibili and bet serves ployees, and other stakeholders. Additional information regarding our political engeristic marve the stakeholders. Additional information regarding our political engeristic marve the stakeholders. Additional information regarding our political engenistic market and engeristic engeristic engeristic engeristic engenistic engenistic bend d at https://usa.visa.com/about-visa/operating-responsibly.html.

Lobying and Contributions Policy that physical events, networks of the second policial views, causes or candidates, and identify of indexity in indexity indexity and particular and the second policial causes or candidates, and pary 6 overmmer Hasilons department. A such, on tobbying and political linkes.

nd Copporate Governance Committee must pre-approve the use of corporates diaring contributions made to trade associations to support targeted political anizations registred under Section 527 of the U.S. Internal Reveaue Code to yinther requires the Company for make reasonable efforts to obtain from U.S. iembership dues exceed \$25,000 the portion of such dues that are used for ion must then be included in the amual contributions report that is posted on

Ithy and transparent relationship with governments around the world by nearns to elected officials and policy-makers. As an industry leader, we likes on a wide range of policy matters. These issues may include regulations ybenecurity, data security, privacy, intellectual property, surcharging, payroll is, kas, international trade and market access, and financial inclusion, among the security of the securit

mance Committee annually reviews our political contributions and lobbying tion regarding memberships in, or payments to, tax-exempt organizations ation. Additional information on our political contributions and lobbying site, including our annual contributions report and links to our quarterly U.S. Jarse reports.

untability assessed our disclosures for its annual CPA-Zicklin Index of ountability, and designated Visa a "trendsetter" (the highest designation in

# y and Sustainability

vernance Committee of our Board oversees Visa's corporate responsibility ted brand in payments, Visa has a tremendous opportunity and responsibility world – enabling economic growth and strengthening economics while also better world. We are committed to managing the risks and opportunities that governance (ESQ) issues.

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Corporate responsibility is a histories imperative woven throughout our enterprise. We regard corporate responsibility as an investment in society and in the success of the Company. As a responsible corporate citizen, we simultaneously consider our impacts on the markeplace, society and the environment. We have an unwavering commitment to conduct business in a way that is ethically, economically, socially and environmentally responsible.

As such, we implement initiatives that integrate responsible and sustainable thinking into our operations, positively impact our communities and minimize our impact on the planet. Our work is guided by corporate reponsibility standarfs and frameworks and an informed by analysis of key impact, detaffication of risks and opportunities and stakeholder input. We report publicly in our corporate responsibility annual report and no are website the progress on our corporate responsibility commitments, and disclose our environmental, social and governance data to investors on an ongoing basis. Corporate responsibility is governed by our CCPource Responsibility Executive Council, composed of our most series includers and headed by our CED. We report our corporate responsibility performance to the Nominating and Governance Committee on an annual, and as neede basis.

# Political Contributions Oversight and Disclosury

Political Contributions Oversight and Ditectioner Our Norminating and Governace Committee, a comprised solely of independent directors, provides oversight of the Company's political contributions and lobying expenses. As part of its oversight not, it reviews our political activity policy and monitors our ongoing policial attrages at iteralists to hoversall public policy objectives for the Company. The Committee also reviews an animal report on our political contributions and lobying expenses. This proof is savailable at investors, vosa contributions and lobying expenses. This provides a voice for subscriptions and the proof of the Company. The Committee Idox Committee (PAC) provide a voice for support acadebase from both major political parties and Independents who understand the impertance of support acadebase from both major political parties and Independents who understand the impertance of company and its effects of the PAC constants with the PAC's behavior and and provide the support constrained by the support of the proof on a candidate state or Company and a lober of the PAC constraint with the PAC behavior and conside legal expertise to address new or emerging issues and an outside vendor for the administration of the PAC.

Community Investment We conduct our community investment work through Voya Foundation whose primary work focuses on financial tersers of events, technology, engineering and mathematics) education for K-8db gradeers; financial itersers of ev-12m gradeers; technology, engineering and mathematics) education for K-8db gradeers; Six00 for employees receive dollar matches to eligible nonprofits of their choics. The annual maximum match is Six00 for employees and 525,000 for our solice management and furctors. In 2018, employees donated more than SS million to over 800 nonprofit organizations in the U.S. In addition, full-time employees receive 40 hours of gala volume-erima-away at adighte nonprofits prevat and part-time employees receive? 20 hours per year. Voya employees volumeteed over 13,000 hours in 2018. Do Voys's fifth annual National Day of Service???

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# Human Capital Management

# Our Culture

Last year was provided information in our prove datament about how we wave working to site optimal and monitor our collars. We acknowledged that the process to build a strong durational collars duration terms coll working the toro collars our encounteming to car Valena and Valens, seeking feedback from and latering to cur team members, industry experts, and demes, conducting terms and mithing-pury reviews to identify researcy damages and the strong of une work methods and the strong of the strong ways for our team members to raise concerns and making sure that they detailed about a dialoging our increases of performance management programs to support our desting durate durate and being strong and the provide outperformance and performance managements and the support our desting durate durate durate durate.

Our Board and Human Resources Committee are overseeing our culture efforts, which are being led by our Operating Committee, 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 desined culture. More information about those programs is privided below.

# Creating an Intentional, Healthy, and Consistent Culture

Catefing an intentional healthy, and consistent cubies, aligned box where as a concerpt, is control to and rog down being and the second of the we determined that our cubies – while estimately noted in our traditional Values – also see experienced different by team methods appending on where they worked and in which business. Based on these learnings, and not experience worked to identify actions we are now taking to foster a single company-wide cubies. The goals are to be clear in our specialization of the second second of the second of the

We define culture as those basic assumptions and beliefs shared by our team members that uncons produce collective behaviors.



Culture Program

Vestiles Targo has not traditionally had a formal program focused on identifying culture gaps and addressing issues. During 2018, Wells Fargo estabilished a culture program to define our strategy, purpose, guiding principies, and resources for our Oreal Fargo established and culture program. The address program to define addressing in the profession of the strate program models and guide and the summer of our Openning. Committee A part of our culture efforts to date, we have established our culture program. The defined and inplemente behavioris estigations adjusted our outline efforts to date, we have established our culture program. The defined and inplemente behavioris estigations adjusted our outline affects to adjuste the manegement and the adjusted our culture program. and processes the strateging estigation adjusted our outline affects to adjuste the defined during index of the defined and inplement adjusted our culture program. Adjusted adjusted adjusted adjusted our culture programs. And processes is place to culture the defined culture, and adjusted adjusted adjusted results. Adjusted adjusted adjusted results. Adjusted behavioris estigation adjusted our program adjusted results. Adjusted adjusted adjusted results and adjusted adjusted results.

# Aligning What We Say With How We Act

Anguing interfeed soft with Flow the exact to provide same members with darking and consistency in putting our principles into practice, we introduced in early 2018 a clear and obhavioral expectations that are aligned with our Vision, Vision & Coals. These behavioral expectations are discontrated in early oblight and the expectation of the expectation of the expectation of the discontrated in expectation of the expectation of the expectation of the expectations are discontrated in expectations of the expectations are expected and the expectations are using input from team members. To further make sure that our behavioral expectations are relevant to team members, concluded several model of research with US-3-assed and international team members and sought offerer expectations concluded is even in our of a research with US-3-assed and international team members and sought offerer expectations Council, which is charted by our CED and President, Timothy J. Stean.

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Total of 17 pages in section

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# Corporate Culture

Increasingly, corporate culture including the "tone at the top" is discussed when evaluating root causes of scandal (risk) but also as an important catalyzer of success (opportunity).

Strong organizational culture is important for companies because it keeps a company's core values front and center in all aspects of its day-to-day operations and organizational structure; as with strategy it helps ensure that all are rowing in the same direction.

It is important for employees to enjoy their time in the workplace and to feel that they fit in with the company culture. Employees tend to enjoy work when their needs and values are consistent with the values and culture of their company.

# AMN HEALTHCARE SERVICES

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# Our Culture, Ethics, Engagement and Governance Guidelines

opportunities. A supplementary Code of Ethics for the Principal Executive Officer and Senior Financial Officers ("<u>Financial Officers Code of Ethics</u>").

 Our Executive Compensation Philosophy, which we revised in early 2018 to reflect our commitment to equal pay. As discussed above, our Board and its committees regularly and carefully review these key governance documents to ensure they contain what we believe to be the best governance practices for the Company, We publish these documents, among others, under the

er essential element that drives our approach to ve corporate governance is our commitment to trigg a culture of ethics and integrity, which is the manner in which we do business. The and executive management are committed to ing a strong ethical corporate culture and expect am members to fulfil their responsibilities in fance with the highest standards of professional ensonal conduct. uphold this commitment, AMN has adopted:

cold this commitment, ANN has adopted: Code of Conduct and Ethics (<u>Code of</u> <u>anduct</u>), that is based on the Company's core storms focus and continuous improvement. The storms focus and continuous improvement is signed to provide a practical and user-finendly uide for our team members to refer to on a daily is it. It contains examples and questions that is them to an one values into practice. In the our team members to refer to on a daily de of Conduct to reinforce quidance and our of conduct to reinforce quidance and inning on hot topics such as information security of revers, and highlight our commitment to and responsibility.

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rporate Governance" section of the "Investors ations" page on the Company's website at <u>w.amnhealthcare.com.</u> We also make these terials available in print to any shareholder upon uest. Our Board closely monitors corporate

# **Our Corporate Social Responsibility Program**

CORPORATE GOVERNANCE

governance developments and more Governance Guidelines, Executive Com Philosophy, the Code of Conduct and the Officers Code of Ethics regularly.

are committed to establishing an industry-leading CSR program. Our strategy integrates relevant environmental, ial and governance ("ESO") orderia to better manage risk and generate sustainable, hong-term value for our environmental, and the semiconary presentation of the semiconary of the semiconary of the semiconary programment and the semiconary of the semiconary of the semiconary of the semiconary provide semiconary of the semiconary semiconary of the semiconary semiconary of the se

t, we enhanced our human capital management strategy by focusing on diversity and promoting an inclusive that respects all voices and reflects our core values. Our multifaceted Diversity, Equality and Inclusion program so nthe workplace, workforce and marketplace. In 2019, we enhanced the Company's core values to reflect miniment, because we believe diversity, equality and inclusion should be part of the foundation upon which e values are built.



AMN HEALTHCARE SERVICES, INC. 2019 Proxy Statem

Total of 2 pages in section



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# People

# We build a culture of inclusion and support the communities where we live and work

Culture: Since becoming one BHGE team, we have been building our own unique culture that guides everything we do and how we do it. In 2018, we continued on our culture journey and focused on integrating our teams, fostering an environment of indusion and enhancing our talent development approach, while making a positive impact on the communities around us.

Diversity: We view diversity as a key driver for competitive edge and we cast a wide net to attract the top talent to the energy industry. We believe this starts at the top through a diverse slate of directors and our executive leadership team.

Community Engagement: We drive sustainable benefits in communities where we do business through stockholder engagement, community service and charitable contributions. We have developed a robust employee volunteer network and contribute to expanziations and projects aligned with community frous reass and local needs. In 2018, employees contributed over \$265,000 in funding and 17,000+ hours in community service.

# Planet

lina technologies to reduce negative impact, while using our own res rds of the environment, inven

Building on a Strong Foundation: We have a 10-year track record of improving energy efficiency and enhancing the transparency of our carbon disclosures. Our comprehensive approach extends across our operations through manufacturing, logistics and transportation to energy management and sourcing.

Getting to Zaro: Through our long-term commitment of achieving net-zero CO<sub>2</sub> emissions by 2050, we are establishing a leadenthy role in low catton technology. By improving our own operations, partnering closely with our customers and industy statesholders, and harmersing our technological expertise, we will be positioned to help shape the future of the energy industry. This includes increasing the use of a broad marge of energy sources and emissions reduction millitaries across mandkacturing, supply chain, logitocs, energy sourcing and generation.

# Principles

# Our sustainable future is grounded by sound governance, effective policies and guidelines, and trans

Protecting people and the environment: Health, Safety and the Environment ('HSE') is part of everything we and everything we do, and our employees are empowered to own exceptional HSE performance to make every environment and the provided of the second achieved 153 Perfect HSE days in 2018, which is a 20% improvement versus 2017.

Complete Compliance: We foster a culture of complete compliance through sound governance, effective policies and guidelines, and open channels of reporting. Our best-h-class global efficis and compliance program is designed to prevent, detect, and appropriately second in a timely faithin to any polential violations of live, BHGE'S code of Conduct, The Spirit & The Letter, and other Company policies and procedures. In 2016, we rolled out the Completely Compliant framework and provided resources to all employees across the comparisation.

suring Quality: We believe in doing the right thing every time, and delivering the best quality as well as the safest coducts, services, and processes in the industry. We work to ensure that everything we create is compliant with stormer, statutory, regulatory, internal and industry requirements, but we expect everyone to exceed these quarterments by continually reviewing our products and services to improve our performance and quality. We hosted World Quality Quality as services areas increased bedicated to highly thing quality as a core non-negotiable of showing how all employees play a role in building and sustaining our reputation. a "World Qu

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# BANK OF AMERICA CORPORATION

# PROXY STATEMENT SUMMARY

# RESPONSIBLE GROWTH

Responsible Growth means we many dot like the power to down the constant growth and the power of down the constant growth and the set of the space of the set of the space of the set of the space of the set of

As a result of this work, we are helping to advance the global economy in sustainable ways—creating jobs, developing infrastructure, and addressing societal challenges, while managing risk, developing taient, and providing returns to our investors, clients, and for our business. To learn more, visit http://bankofameria.com/responsiblegrowth.

# Driving ESG Leadership

Driving ESS Leadenbp Over ESS quoorals integrated into each of our eight lines of business and helps define how we pursue growing business opportunities and manage risk. Our management-level ESS committee is comprised of serior executives across every line of business and support function on hole signals the company set forts and enable ESS progress. The committee is defined and discusses ESS issues material to our business—mitoding our human captal management practices, sprouts and service means and support to the service of the service of

In addition, the chair of our 25G Committee, Vice Chairman Anne Finucane, and her team engage with consumer advocates, community advisors, and other stakeholders for their advice and guidance in shaping our ESG policies and practices. In 2005, we funded our Matania Community Advocor Council, a form on treation tealers moscil justice, consumer advocary, community development, environmental, research, and advocary organizations, and service rescutives meet with the council al last huice annually for external services on our business policies, practices, and products.

# Being a Great Place to Work

using a vetter rules to work. Another way we fullities usualizable Responsible Growth is by being a great place to work. We do this by listening to our employees as that our arguman and resources enhances their appelences and further their carenes with us. We delive our provide the second opportunities for employees to grow and elevales, recognizing and researcing performance, and supporting moltypees of provide to way. The second s

our rocus on being a	s great place to work in	as been recognized acro	oss trie world, including.

FORTUNE. Named as one of the 100 Best Companies to Work For, and as #4 and the only financial services company on the inaugural list of seven Best Big Companies to Work For list	Euromoney. Named World's Best Bank for Diversity and Inclusion, 2018 and 2016	Bloomberg Gender Equality Index. Included as a leader in gender equality, 2016- 2019	Catalyst. Awarded the 2019 Catalyst Award, recognizing companies who display innovative organizational efforts to advance women in the workplace	
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BANK OF AMERICA 🂖

See "Responsible Growth" on page 30.

# FIDELITY NATIONAL INFORMATION SERVICES

# **CEO Pay Ratio**

Our CEO pay ratio was calculated in compliance with the requirements set forth in Item 402(u) of Regulation S-K. Our CED pay ratio was calculated in compliance with the requirements set forth in Item 402kü of Regulation 5-K. Absent significant change to our employee population or changes in compensation practices that would render past calculations inadequate. SEC rules permit the use of the same median employee for up to three years. Give the lack of changes to FIS employees population and compensation practices during fical year 2028 that would significantly affect the pay ratio. Yel for lifeting the same employee as in faccal year 2021 as the median employee 2027. To identify the median employee, we applied our consistently athlice compensation necessite identified populations. Our consistently applied compensation measure is the complexed to the employees for consistently affect the next net. The fiscal year 2021 We then calculated the median employees compensation for the fiscal year 2028 in the same manner as the named executive officers in the Summary compensation of the fiscal year 2028 in the same manner as the named executive officers in the Summary Compensation Table. ensation Table

For fiscal year 2018, our median employee compensation was \$46,929. Our chief executive officer con was \$18,442,389. Accordingly, the ratio of the annual total compensation of our CEO to that of our median employee is approximately 3931.

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

# Corporate Social Responsibility

FIS believes in making a positive impact on the world around us through corporate responsibility. We are committed to operating with integrity, contributing to our surrounding communities, promoting diversity and inclusion, empowering our employees and preserving our natural resources. Data security and protecting our clients' privacy are also critical areas of focus within our organization. Our Corporate Governance and Nominating Committee oversees our Corporate Social Responsibility programs.

We have built our Corporate Social Responsibility strategy around five key areas: Operating Responsibility, Workplace Responsibility, Financial Responsibility, Environmental Responsibility and Community Responsibility. These key areas align with our mission and overall strategic plan.

# Operating Responsibility

We recognize the importance of building the trust of our investors, customers, vendors and suppliers. To earn this trust, we have implemented a comprehensive governance structure that meets or exceeds the requireme applicable laws, regulations and rules, the NYSE's listing standards and the expectations of our investors. ients o

Our Corporate Governance Guidelines. Code of Business Conduct and Ethics and overall corporate governan structure reflect this commitment. See page 64 for further details and a description of these policies. To help strengthen our Code of Business Conduct and Ethics, we provide an anonymous and confidential ethics and compliance hotline to hear our employees' suggestions, concerns or reports of misconduct.

We are committed to respecting human rights and establishing high ethical standards across our Company. Th UX Modern Stavery Act of 2015 requires companies carrying on business in the UX to publish a statement describing steps taken to ensure modern froms of stavery and human tathficing are not taking place in the company's business operations and supply chains. In 2017, we published a Modern Stavery Act Transparency Statement in accordance with the requirements of the UK Modern Stavery Act of 2015.

Fidelity National Information Services, Inc.

acting directly and through its committees, is actively involved in oversight of risks of the Company's businesses, and its implementation of its strategic plan. Our Risk interley of independent directors and supports our Board of Director in oversening and id emerging risks facing the Company. See page 71 for a description of the primary mittee.

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urity and Compliance group is responsible for all aspects of our enterprise ris ee page 71 for further details and a description of our enterprise risk manage

re<sup>2</sup>, represents the underlying theme of our cyber security and data protection programs, smation technology systems continue to grow in frequency, complexity and acks have become a point of focus for individuals, businesses and governmental entities, making strategic investments in information security to protect our clients and our e also participate in industry and governmental initiatives to improve information security to

aarning training tool for our employees, contractors and Board of Directors known r RegU, to deliver risk management training globally and ensure that participants olicies and practices.

ment program manages and mitigates operational and reputational risk associate elements of the program include risk assessment, due diligence review, contract nonitoring practices related to third-party relationships and adequate risk assessr

solicies described above, we have adopted a number of other internal p ent to Operating Responsibly. A representative sample of policies is pro

Corruption Policy ing Policy

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duct and Ethics

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nt Practices Policy ement Policy



mple and easily accessible.

I diversity matter are simple

nany of the top people offerings of Fortune 100 organizations, global trends usiness and workforce trends. Our three strategic areas are: analytics to to ensure leaders have the data they need to make meaningful decision to ensure our leaders can lead effectively; and automation and digitization

es at FIS, each representing a unique combination of age, gender, ability ation, gender identity, beliefs, education, work and life experiences. This 4 experience is essential for moving our organization forward.

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# FIRSTENERGY CORP.



# GENERAL MOTORS

# We Are General Motors: Accelerating GM's Strategic and Cultural Transformation

# m perspectives from Mary Barra



# MARY T. BARRA THEODORE M. SOLSO Chairman & Chief Executive Officer Independent Lead Director

# uld uou describe GM's purpose and vision?

How wood you describe CMV suppose and vision? MARY: Our vision is to create a work with zero crashes, zero emissions, and zero congestion. Today's technologic give us a unique opportunity to make personal mobility better, sufer, and more sustainable. Eash year, more than one million people are likeli in crashes, and there can be oblight that the oblight better year consider that human error is behind more than 50% of these canadav, we believe automonus visible. (Xor') will save lives.

 gou contract the autonomous vehicles ("AVs") will save lives.
 long-term success.

 We are fully committed to an all-electric future, and we are already autonomous vehicles ("AVs") will save lives.
 long-term success.

 We are fully committed to an all-electric future, and we are already and our actability of the same time, we are improving the efficiency of today's whiches with lightweighting and sophisticated new transmission from whiches and factilities. (Afs today committed to a safer, new substands future) and lectric future and the technology to lead.
 We are improving the efficiency of today's whiches with lightweighting and sophisticated new transmissions from whiches and factilities. (Afs toda) power and the technology to lead.
 an all-electric future as well as maintaining a sustainable supply chain. For example, in 2018, (Nourced 20% of its toda) power and the technology to lead.

 We do goot think about culture at CMM
 we do goot think about culture at CMM
 we do goot think about culture at CMM

i GENERALMOTORS ------

# transform our culture, we needed to address the underlying issues that were holding us back. So as a team we aligned ourselves around a shared set of behaviors built on our core values that continue to guide our actions to today. Since that time, we have introduced various initiatives to create a workplace and culture in which our team members can thrive, yet be accountable for their performance.

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TMR: Your Board of Directors (the "Board") believes that culture is key to realizing GM's vision of zero crashes, zero emissions, and zero congestion. By sharing our outside perspectives, your Board has helped GM reshape its behaviors and ultimately, its culture, as it continues its transformation.

# In November 2018, GM announced a comprehen-accelerate its strategic transformation. Can you disc took these actions?

TM: We have been navigating the dramatic changes facing our industry and taking decisive actions to stay in front of this change. Over the years we have strengthened our core business by deploying resources in regions and franchises where we see higher-return opportunities over the long term.

return opportunities over the long term. MaRY: Our focus all along has been to reposition the Company from one druging to be all things to all people in all markets to ore that is strategic, agle, and profitable. By accelerating GM's transformation, we can more rapidly invest in the future of personal mobility. Our transformation pian involves tough but necessary actions. We took these actions following significant feedback and input from the Boad – input that begin during our declaract and input from the Boad – input that begin during our block around comes and over the horizon to make strategic decisions that strengthen our business today and position it for long-term success. long-term success.

Mark? Our culture all determine the long-term success of VMAR? We culture in the science of climate change, and we Company (we heard from many employees who feel that they are recognize that the transportation sector is a contributor to global positive impact on the world. We have been on a cultural journey since 2014, when the signition We have been on a cultural journey since 2014, when the signition witch thread threaded our recovery firm bankrup(c), all the sciences of the science and the science

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# GOLDMAN SACHS GROUP INC.

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ent for the 2019 Annual Meeting of Shareholders | Goldman Sachs 33

- Culture & Conduct Our Board places significant focus in its oversight duties on reputational risk and management's operation of the firm responsibly for the long-term. use immersponsive for use doughent. © Oversight of the firm's outpute is an important element of our Board's oversight of the firm's reputation, particularly because our people are our greatest asset. Our outpute and the conduct we expect from our people is embedded in, and stems from, our Business Principles and our Code of Business Conduct and Ethics (which are available on our website at www.gs.com). Our Board sets the "tone at the top," and holds senior management accountable for embodying, maintaining and communicating a culture that emphasizes the importance of compliance with both the letter and spirit of the laws, rules and regulations that govern us.
- This is carried out at our Board and across our Committees through a variety of means, including oversight of strategy, the receipt of metrics lauch as with respect to conduct and business integrity matters, voluntary attition and comparison of a strategy and the strategy and a strategy and a strategy and the firm's Compliance, Legal, Risk and Internal Audit functions, oversight of CEO and senior management performance and compensation, and discussion of "lessons learned" from firm or industry events, as sporpriste. These are topics on which our firm regularly engages with our share

Chairman's Forum: 44 sessions in 8 cities globally between September 2017 and November 2018 focusing on conduct, culture and reputational risk management.

Spotlight on Diversity: Under Board oversight, our firm is committed to greater diversity in our hiring and promotion decisions to sustain and enhance our culture.

Proxy Sta

# HONEYWELL INTERNATIONAL INC.

# 02 CORPORATE GOVERNANCE

# Both the Audit Committee and the full Board review the results of the annual EFM assessment. During the reviews, Horaywell S-CFD an General Command printly preaser the results of the EFM assessment in a merine designed to provide full visibility into the risk facing Horaywell and Norman approximations and the Audit Autor and Autor and Autor and Autor and Autor and Autor facilitate commission and an autor and a second and an autor and an autor and and and and and facilitate commission and memory and an autor autor and an autor and an autor and a second and an autor and an autor and an autor and an autor and autor autor autor and an autor and a committee methor agreents for the following years.

The graphic space is the ERM process includes one-on-one meetings with each Board member of discuss each director's "top down" view of facing the entroprise, to solicit the director's recommendations for improving the ERM process, and to ensure that the universe of risks the metrics for indiving loge virias, in terms of lealihood of occurrence and potential familiant calification and appropriate and Feedback from the one-on-one interviews with the individual Board members is presented to the full Board and incorporated in our ERM processman and instruction infinitions.

# OVERSIGHT OF STRATEGY

One of the Board's primary responsibilities is overseeing management's establishment and execution of the Company's strategy and the associated risk. The full Board overses strategy and strategic risk through robust and constructive engagement with management, taking into consideration on usy pointies, Board and with impacting on barrowines, equiditudy elevationets, and disruption is not industriat. The Board's evenight of our strategy grammity occurs through deep-dive annual reviews of the long-term strategic plans and annual operating plans of each of our strategy grammity occurs through deep-dive annual reviews of the long-term strategic plans and annual operating land day hourings units, and head board peoples management with mount features in the work the second board and oppositivity are bell for further Board and/or committed exclusions as specific risks in or a strategic plans and annual engagement of the for further Board and/or committed exclusions as specific risks in or a strategic day and oppositivity are bell for further Board and/or committed exclusions as specific risks in or a strategic day and oppositivity are bell for further Board and/or committed exclusions as specific risks in or a strategic take through positivity are the for further Board provides in management with that are most impactified to Hongwell's strategic direction. Beard members to ensure additional Board engagement on the areas of risk trut at emosis, impactua or to supervise and the strength of the Board's oversight of stratagy was prominent during the portfolio network process that utilized is a lot to a supervise that defaulted and the sub-timate gala of a defaulted of a not board on galange of the supervise that would be control to galance that execute the sub-timate gala of the supervise of the supervise that defaulted and the supervise of the supervise of the supervise that execute the supervise of the supervise of the supervise that execute the supervise of the su

# I OVERSIGHT OF HUMAN CAPITAL AND CULTURE

The Board and the MDCC provide energies are human capital, with particular forces on claims taken devicement and assessment to the Board and the MDCC provide energies are human capital, with particular forces on claims taken in devicement or and foundational principles of integrity and Ethics, Supporting Deventy, and Workpace Respect, and built meaningful causes based as Bahavons: Have a Support of Workpace (and Support for Support France). The Support of Support Support France, Supporting the Support France Support Beyond, Inspire Greatness, and Beccome Your Best, The strength of our cultural is essential to fulfilling our strategic vision, and the Hu DDCC exolve With anagement to moment, compliance with the Audit and analysis of measure programs and the B Be

the MUCC work with management to monitor compliance with the foundational principles and measure programs against the BL The Bland all also is calculated by a second principle of the second provides input on important devices and a device principle of the second principle of the second principle of the second principle of the second principle of the device principle of the second prin

# BOARD PRACTICES AND PROCEDURES

# BOARD AND COMMITTEE MEETINGS

Agenda. The Board and its cor review, each Board and commi inclusion on future agendas. ommittees perform an annual review of the agenda items to be considered for each meetin nittee member is free to raise topics that are not on the agenda at any meeting and to sugg Inclusion of nature approace. Number of Meetings and Attendance, In 2018, the Board held seven meetings and the committees of the Board collectively held meetings. The Board head 100% meeting attendance, and the directors' average attendance rate at meetings of the committees the Jones Seven approximation and a seven attendance and the directors' average attendance rate at meetings of the meetings. The Board head 100% meeting attendance and the directors are inclused and is later. 37% of the aggregate of the text of number of Board meetings that during the period for which he or the was at director, and the total number of meetings held by all Board committee the or the several during the period for the observation.

Honeywell | Notice and Proxy Statement | 2019

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Total of 3 pages in section

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The Audit Committee of the Board of Directors is updated at least annually on the Firm's Information Security Program and any recommended changes, cybersecurity policies and practices, ongoing efforts to improve security, as well as on our efforts regarding significant cybersecurity events.

# Continued focus on culture and conduct risk

Continuer Totus on cunver and summargement management Our "tow We Do Business" principles are embedded throughout the employee life cycle, starting with the onboarding process and extending to training, compensation, promoting and reventing employees; and our performance development and compensation processes are designed to hold employees accountable for their conduct, where appropriate.

use there conduct, where appropriate. We strive to clearly and frequently communicate our expectations that all employee conduct must adhere to the highest ethical standards encompassed by our business principles; including through toom hall meetings and senior leadership messages and by including culture and conduct related themes in our employee surveys.

Culture the Firm endeavors to promote a culture of respect that allows every employee to feel safe and empower at work. To that end, the Firm has in place employee training and protocols for preventing, reporting and addressing seaux), discriminatory or other misconduct and prohibits retaliation against an individual because the person reported a concern or assisted with any inquiry or investigation. red

We use a principles-based approach to reinforce and We use a principles-based approach to reinforce and communicate our Firmwide culture expectations and initiatives, with management and execution occurring at the LOB and Corporate level. Management teams are expected to drive culture activities and initiatives that are consistent with our business principles and to escalate issues when appropriate.

Conduct risk management In 2016, the Firm developed a Conduct Risk Program in conjunction with the Firm's overall effort to enhance our qualitative risk appelite. This program is governed by the Conduct Risk Governance Policy which establishes the framework for ownership, assessment, management and escalation of conduct risk within the

Firm. Each LOB and Corporate is responsible for completing a quarterly assessment of conduct risk, reviewing metrics and issues which may involve misconduct and for providing business conduct training as appropriate.

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Bit appropriate. In 2018, a senior management Conduct Risk Steering Committee ("CRSC") was formed. The CRSC provides holistic oversight of conduct-related initiatives and risks across the Firm and connects key programs being executed at the LOB and Corporate level in order to identify opportunities and emerging areas of focus. The CRSC may escalate systemic conduct risk issues to the Firmwide Risk Committee, when appropriate.

The actual or potential misconduct of individuals who may be involved in material risk and control issues is escalated through the HR Control Forum process, which is discussed in further detail on page 62 of this proxy statement.

We also continue to engage our regulators around the globe to seek their input and feedback on culture and conduct related matters, and we benchmark across the industry to inform ourselves about any evolving practices in this important area.

# III. Enhancing the customer & client experience and investing in our communities

Our performance reflects our organing commitment to invest in our businesses, further strengthen the market leadership of our franchises and holp strengthen the broader economy. Our future success rests on our ability to assify the meds of our contenents and clients and to continually improve upon their experience and promote economic growth and opportunity in our communities.

Communities. Enhancing our cutstomer and client experience. The customer is at the center of everything we do, twe strite to deliver sub by offering our customers and clients tohice through a full set of products and services, security by protecting their data and transactions, ease of doing business in a fast and simple way, and personalization through tabler of a service, security by protecting their data and transactions, ease of doing business in a fast and so for a service security and tabler to the security of the security of the security of the tops are able to herer age the unique scale shorting of our tim in order to basefil our customers and clients, as illustrated in the examples below.

JPMORGAN CHASE & CO. + 2019 PROXY STATEMENT

# KANSAS CITY SOUTHERN

# KANSAS CITY SOUTHERN

# KCS Vision, Values and Culture

# Legacy and Purpose

We will honor and carry forward the unique legacy of KCS — its vision, entrepreneurial and ambitious spirit, resilience in the face of adversity, independence and willingness to challenge "conventional wisdom" as we carry out our purpose of making a meaningful contribution to the economic growth and prosperity of the nations and communities we serve.

# Vision

KCS strives to consistently be the fastest-growing, best-performing, most customer-focused transportation provider in North America.

# Strategic Intents

Capitalize on the strategic location of the KCS cross-border rail network and the diverse and growing North American markets, while maintaining a commitment to operational excellence. We embrace new and emerging technologies and a strong cost disciption within a safe and reliable environment. We strive to provide service that consistently exceeds our customers' expectations, challenging careers to our employees and industry-leading returns to our stochholders.

# Our Values

The KCS Culture is a set of values, beliefs and behaviors that define our Company, and create a foundation for our growth and success. Our strong culture and core values will allow KCS to fulfill its Vision and continue to endure in times of stress.

- Safety: First and foremost, we will demonstrate a commitment to safety, for ourselves and our fellow employees, customers, contractors and any other guests on our property. At KCS, safety is an obligation, not an option.
- Customer focus: We will recognize that we are in the business of serving customers and will strive to consistently meet or exceed their expectations and deliver on our commitments. We will do what we say we are going to do.
- Communication: We will support an environment of open and honest communication in which transparency of information and diversity of perspective are valued.
- Tearmvork: We will encourage and reward initiative and cross-functional tearmvork. We will treat
  our fellow employees, and other business associates, with dignity and respect. Railroading is a
  team sport.
- Initiative & Innovation: We will nurture an environment which encourages and rewards resourcefulness, innovation and creativity, and where all individuals' contributions are encouraged and respected.
- Diversity & Civility: We will embrace our cross-cultural heritage and promote a work environment that is inclusive of everyone. We will honor the rights of all individuals to be treated with respect and dignity.

2019 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

# NASDAQ, INC.

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with a goal of 10% or greater ROIC

# **Capital Allocation**

Capital Allocation A key area of focing for the Board and management in 2018 was capital deployment. We committed to investing in porticular growth, with a gaid of 10% or greater R0LC. We raised our quarterly dividend from 50.38 in the first quarter of 2018 50.44 in the following three quarters of the year. We also focused on maintaining our investment grade status, with a program to deleverage to a mid 2x ratio. Finally, our commitment to returning capital to stochdnich shar sculeted in Nadad baying backularg 534 million in mouthables in 2018 15.15 and by the proceeds received from the divisiture of our Public Relations Solutions and Digital Media Services businesses. ting

# Our Commitment to Market Reform

Our Commitment to Market Reform Both management and the Board receptise that Nadag plays an important role within our society. Nadag's blayerint io society that service that the service same service that us is market remain attractive pained significant momentum during the year. Known as Revitalize: this campaign Buarden in 2017 and seeks to maintain healthy equity markets to ensure job growth, fuel the conory and create long term wealth. As a result of our efforts, and with bioartism support, the campaign has sourced discussions on the proxy process by the SEC, movement in Congress to enhance transparency in the business community to streamline the quarterly reporting obligations for small and medium growth-sized companies. More information is available at nadage convertables.

# Our Focus on People Practices (Human

Capital Management) & Workplace Culture Capital Management/ b Workpiece Culture Masdag remains committed to its diverse and inclusive culture, which we believe is a core strength of our company, particularly as we focus not only on long-term outcomes, but how they are achieved in 2018, we were pleased with management's notable successes to attract and retain our talented workforce. We encourage Masdag leaderthio to keen/f focus on engaging our current workforce, empowering it to become actively reunhand in intermentione nor traine actively current workforce, empowering it to become actively involved in implementing our stretuys and advancing our dynamic corporate culture. We also supported the expansion of Nasda's highly-competitive intern program, partnering with many prestigious universities to attract new talent. As our boinses and the industry evolve, we continue to remain focused on creating a corporate culture that is again innovative and able to adapt to meet the needs of our customers.

# Corporate Sustainability

Corporate Sustainability ESC remains a major focus for Natada, at both the Beard and management levels, for our own company and or clients. The hominating documents in collisions of our oversight of environmental and social policies, possi-initiatives and reporting We leunched several new ESC products including our ESC Deta Foral and the ESC Pilot Program, aimed at supporting biohal markets in achieving better ESC reporting. Nuskata reinforced its own commitment to green office space with the Nasdan MarketSite transitioning to 100K nones Sustainability North America Index for a third consecutive year.



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# **OVERSTOCK**

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# PRUDENTIAL FINANCIAL, INC.

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# b Prudential

# Why our Board Structure Is Right for Prudential and its Shareholders

Prudential's Board leadership structure is reviewed by our Corporate Governance and Business Ethics Committee regularly. Up Units Strangled's referencet, the Board again gave careful deleteration to its structure and determined that a combined Domarne-ECD role continues to be in the set literat of our firm and substruktions. Natiogenetic relations, we believe the current structure promotes an effective Board that enables us to provide strategic guidance, challenge management's perspectives, and new literative many and and esterative structures imparting the been company's operational and regulatory to the structure promotes and effective Board that enables us to provide strategic guidance, challenge management's perspectives, and new literative thread and esterative constituties imparting the been company's operational and regulatory ives.

The independent directors annually select an independent member to serve as the Lead Independent Director. As required the Lead Independent Director Charter, the Lead Independent Director is precluded from serving longer than three consecu

years. Charles Lowny, former executive vice president and chief operating officer of Prudential's International Businesses, was apported CED on December 1, 2018. He will be apported Chairman on April 5, 2019. Charle's accessful landscript of the Company's asset management, U.S. and international businesses variables in mito timp at and parcyclice of Prudential's operations, a deep understanding of our people, and laedening skills that will serve the Company was at a continues to gree. The Bard believes a Chairman-CED structure provides Prudential that clare and effective leadening his that clare and effective business and long-term strategy to its clients, shareholders and the public. The combantian also provides for robust and shaped communication believes the Bard's Independent directions and Canzign management. On bedaring the duration of the structure bard's Independent directions and Canzign management. Chies duration's labered at land and long-term approach to accession of the momentum in the market. This transition is the result of a floragetiful, parade and long-term approach to accession playment.

# Lead Independent Director: Key Responsibilities

- Calls meetings of the independent directors
   Facilitates communication between the independent directors
   and our Chairman

- Provide independent Baard leadership Decked annually to zero rome them fittere years Schedur annually to zero rome them fittere years Scheduring to the rad board meetings and specover all Baard Communicates with bachvolders and other key constituents, as appropriate Meets directly with the management and non-management employees of our firm

# Engages with our other independent directors to identify matters for discussion at executive sessions of independent directors and advess our Chainann of any decisions nearbed, and suggestions made at the executive sessions In collaboration with the Corparate Devenance and Business Ethics Committee, addresses Board effectiveness, performance and composition

- Authorized to retain outside advisors and consultants who report directly to the Board on Board-wide issues
- Culture at Prudential

Notice of Annual Meeting of Shareholders and 2019 Proxy Sta

# **RESIDEO TECHNOLOGIES**

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# Our People, Our Environment and Our Community

# Our Culture

Voi Ovultuitte As a new company. Resideo has a unique opportunity to define our culture. By listening intentity to our Board, shareholders, employees and customers, we have defined who we want to be – this apprintional vision is called our Performance Signature. We will keep doing what works, get if d what does not and start new elements that we will need to be successful in the smart home market. For us to succeed, we need to built a builness with a clear purpose that we can all be proud of, we need to innovate in new ways, we need to operate with high velocity and agiity to get the job done, and we need to be vested in our popule.



# **TECH DATA CORPORATION**

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As we fulfill the Company's overall purpose of continuously satisfying the world's ever-evolving demand for technology, we also remain committed to being a responsible corporate citizen. Our commitment to ESG matters contribute to our designation as one of Fortune magnine's World's Most Admired Companies' for 10 consecutive years. The programs described below are consistent with our shared values of Integrity. Excellence, Accountability, Collaboration and Inclusion.

# Environmental

We recognize that a healthy environment and safe workplaces are critical to our business, strategy, society, and people. We address environmental issues in an integrated manner to encompass protection of the environment as well as colleague health and safety (FHS) systems, processes and tools in place across our footprint enable us to meet or exceed governmental and industry requirements. We are also committed to continuous improvement in our performance. Notable Environmental/EHS highlights include:

- performance. Notable Environmental/EHS highlights include: We seek to reduce waste and increase energy efficiency across our footprint. Energy efficiency efforts include: a LEED-certified San Antonio facility, selective installation and retrofitting of LED lighting at logistics centers and large offices, solar panel installation at one of our main offices, and expanded recycling programs for pallets, cardboard, batteries and electronics. We maintain certification to 150 9010:2015 (Quality Management Systems) for all of our logistic centers in the U.S., and most of our logistics centers in Europe, as well as ISO 140012015 (Environmental Management Systems) for our Icollies in Georgia, Spain, Sweden and Singapore. In addition, our facility in Ohio has earned OHSAS 1801:2017 Health Safety Management Systems Centified. Certified.
- Risk reduction through implementation of our Injury and Illness Prevention Program, as well as enhanced safety training and new safety software programs across our footprint.
- A focus on leading indicators of safety performance, such as behaviors and minor incidents, enables us to drive continuous improvement, which is important for sustaining our corporate culture and reducing risk.

# Social

The Company is proud to be recognized as a great place to work, a leader in the promotion and practice of diversity and inclusion, and an involved, positive member of the local communities where we live and work. We take a holitic approach to our social strategy, striving to create a culture where talented people want to come to work, develop their careers, become leaders, and make a difference for all our stakeholders and communities. Notable social highlights include:

- We have long engaged in supporting workforce diversity and formally established an Office of Diversity and Inclusion in 2014. We believe that diversity and inclusion ('D&I') in our global workforce produces more innovative results and provides a competitive advantage.
- We are focused on driving continuous improvement in the diversity of our senior leadership ranks. We require that for all positions of vice president and above, at least one woman and one ethnic minority must be interviewed for openings in the U.S., and at least one woman for openings outside of the U.S.
- We have five business resource groups ("BRGs") with groups dedicated to i) empowering women; ii) supporting military veterans and their families; iii) driving recruitment, retention, 18

Tech Data Corporation



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# PROXY STATEMENT SUMMARY

# Dramatic Cost Reductions

The Company has been founded on sublimities cost studenties into late 2007, when we set a goal to decrease segresses by \$150 million across all these business units. We late introduced our targets to \$250 million, implementing a program to remove unecessary processes, disrupts functions and elimitate management layers. By the end 42016, we had seleved our goal, including a 28% reduction in to opposite overhead express, by opparting more efficiently and effectively without composition goal service to patients and customers. Our cost savings millate continues 1031, with a new plan to reduce costs by an additional \$250 million.

# Improved Care Delivery Platform

Last year, we made significant progress on initiatives to better integrate our care delivery platforms, continue our investments in high-growth areas, and divest non-core operations. To that end, in 2018:

- We completed our acquisition of 95% of the equity interests in USPI shead of schedule —with our increased stake, more of the value
  of USPI's growth will benefit our shareholders, and we can accelerate our work combining operations throughout the enterprise.
- We have actively pursued a thorough review of strategic alternatives for Conifer to best position the business for long-term success and enhance shareholder value. We divested operations that we identified as non-core, including 17 hospitals and facilities in 2018 and an additional three hospitals in early 2019.
- We also invested in attractive opportunities, including approximately \$240 million in acquisitions and joint ventures in ambulatory care.

# Upgraded Leadership and Implemented a "Culture of Accountability"

The most important investment Tirest has made to execute our turnaround is in our people. We have upgraded talent across al levels of management and rexemped our approach to developing talent internally, in lais 2017, the Board appointed Ron Ritemmyere as Chiel Executed Officer to teal the Company is transition, and a Mr. Ritemmyer has prove hist ability on developing that mprovements throughout the Company, the Board has extended his term of service, in 2018, Mr. Ritemmyer starsproke hist black and service management term with a new Chief Intornation Officer, Executive New Prevailant of Maximized Communication, Chief Medical Questions Officer and Chief Executive Officer of USP, among others. Moreover, we restructured our service laaded to appoint Dr. Saum Startis to the newly created role of Chief Operating Officer to the entire enterprise. Dr. Startis is a transfer cardiologia and an expert healthcare operator with over 20 years of chical, operational and strategic experience in healthcare delivery systems.

More broadly, through internal promotions and external hiring we brought onboard dozens of new executives after transitioning approximate 20% of our corporate leadership positions and approximately 35% of our hospital leadership positions. With a fatter organizational structure and an influxion of new energy and stillates, we have helped shift the mindset of our employees to create a "Outure of Accountability" that he talen hold throughout the organization.

# 2019 Priorities



# TERADATA CORP.

**CORPORATE CULTURE** 

# CORPORATE RESPONSIBILITY AND SUSTAINABILITY Our Mission We transform how businesses work and people live through the power of data

# Our Commitment

All Translate, 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, employee, because the all and statebardenes – and stocholders – and stocholders, employees, suctients, 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 jiving back to the faces in which we operate. We are achieving these commitments through a number of initiatives, including those listed below.

Our People and Culture Trendsta'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 everages diversity in al supects of our buildess. We changing each other, share our expertise and learn from each other to multiply our clocelve value for Ternstat's competitive advantage. We continuously strive to create an environment where differences are valued, supported and encouraged. Í©

- supported and incomagnet. Teradata is committed to providing a working environment free from discrimination and harassment. We are activ engaged in nutring an inclusive culture: one that seeks out, welcomes and values diverse people, inclusive act and diverse solutions for our business.
- We are providing training on unconscious bias and will frequently monitor our metrics for progress. We are committed to leverage our insights to uncover unconscious bias and take action to catalyze change. In 2019, there will be additional emphasis in this area through the development of a Teradata Diversity Council.
- Our him we examine impresses in this area mrough the development of a Teradata Diversity Council. Our him granagers and our talent acquisition team are committed to ensuring a diverse state of candidates for all ob openings. To 2019, there will be additional focus on improving inclusive interviewing skills for recruiters and him granagers.
- Through our Leadership Team Mentoring Program, we leverage diversity to create our next generation of leaders by pairing high potential diverse employees with members of our executive management team.
- We believe transforming our world begins one community at a time. We support diverse groups and interests within the Company through our employee community groups. We also promote policies and programs that support working families.
- We support local STEM education programs to ensure emerging leaders in our communities have opport to explore their interests.
- to explore uner interests. Through our commercial and government supplier diversity programs, we seek to integrate supplier diversity intr all areas of procument by identifying, partnering with and purchasing from small businesses and minority and women-owned businesses to support their growth and development.
- stainable Prac
- Isolate Products Products We design technology for the future, and the future demands powerful analytic solutions that are design technology for the future, and the future demands powerful analytic solutions that are usage of power and water, as well as space efficiency. Therefore, we focus on providing customers with besit-in-class products that are not only high scalable, but environmentally sustainable as well. To thet end, we continuously search to find and leverage technology alternatives that can improve performance-per-watt, reduce colling requirement, and drivink for space needs in data center requirements a spatial for any oddict design outputs and the space section of the space section of the space section and any of the product design outputs and the space section of the space section o

22 2019 PROXY STATEMENT

# WEYERHAUSER COMPANY

# SUSTAINABILITY AND CORPORATE CITIZENSHIP

# SOCIAL RESPONSIBILITY Our Culture and Our People

Our Cutture and Our Poople The success of our company depends on the success of our poople. Our highest priority is the safety of our employees, contractors, and all others who come into contact with our daily operations. We also focus our neergy and resources on training and development. Our board of directors is actively engaged in this effort and overses ail of our poople development cuttiles. We feel as a storegly about this that we made people our human safet and taken training provide the operating of the subscription of the storegly of the feel as a storegly about this that we made people on human safet and taken training prover practices strive to attract, engage, develop and retain takend employees who feel valued, have opportunities to grow and are driven to succeed. We do this by offering: - A strong citture force subscription.

- A strong culture of core values: safety, integrity, citizenship, sustainability, and inclusion.
- · Competitive pay and benefits.
- An industry-leading focus on individual development. Formal leadership development programs for front-line, mid-level, and future executive leaders.
- Rigorous internal talent assessment and succession nlanning

We also believe that embracing diverse experiences and points of view leads to better decision making and makes for a stronger company. We are committed to building a diverse and inclusive workforce where everyone feels

We monitor and regularly review our strategies and act plans to address any workforce gaps in our organizatic including gender, race and other underrepresented gro We also care about how our people feel about the place where they work. In 2018, we conducted a company-wide employee survey (including salaried and hourly employees). Here are some of the things we learned.

visitors





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velcome, valued, and empowered to reach their full potential. We do this through:

Policies and practices that ensure equal compensation regardless of gender, race, religion, sexual orientation and other characteristics protected by law, including a

Transparent processes that ensure all hiring, promotion and termination decisions are based on clear performance criteria.

Anti-discrimination and anti-harassment policies, and a "no tolerance" approach to discrimination or

An Inclusion Council that provides insight, ideas and action to help make our company a great place to

action to help make our company a great place to work for all people, regardless of race, gender, religion, sexual orientation, gender identity, age, tenure, disability, veteran status, socio-economic background, geographic location, political beliefs breadth of experience, or any of the other hundre of factors that contribute to a person's unique perspective on the world.

harassment of employees, suppliers, customers and

 Training on unconscious bias, harassment prevention, affirmative action and creating an inclusive workplace.

prescribed salary band for every job.

# **Employee Protections**

Workplace Fairness, which not only includes employee rights but also meaningful company enforcement of these rights, forms the basis for these protections. These protections include but are not limited to:

- Hiring & Classifications
- Termination & Unemployment
- Employment Discrimination
- Unpaid Wages/Wage & Hour Problems
- Benefits & Leaves

# **CARNIVAL CORPORATION & PLC**

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ANNEX A

# Corporate and Social Responsibility tal, safety and security

The Boards of Directors of Carnival Corporation & pic established Board-level Health, Environmental, Safety & Security ('HESS') Committees comprised of four independent Directors. The principal function of the HESS Committees is to:

assist the Boards in fulfilling their responsibility to supervise and monitor Carnival Corporation & plo's health, environmental, safety, security and sustainability-related policies, programs, initiatives at sea and ashore; and

comply with related legal and regulatory requirements relating to health, environmental, safety, security and sustainability.

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Chief Executive Officers of our brands attends the meetings of the HESS committees.

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

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

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

The Boards recognize that Carnival Corporation & plc needs to ensure that there is a consistent The Boards recognize that Camvail Corporation & pic needs to ensure that there is a consistent standard of operation throughout that file is haveging with their leading position in the cruise industry. Maritime Officer, with a full-time professional and administrative staff, and is responsible for providing a common, integrated approach to management of HESS matters and for providing a the HESS Committees on such matters. The Chief Maritime Officer reports to the Chief Executive Officer and to the Chair of the HESS Committees.

Risk Advisory & Assurance Services ("RAAS") is Carnival Corporation & plc's internal audit department and is headed by the Chief Audit Officer, who reports directly to the Chairs of the Audit and HESS combites. The Chief Audit Officer also has a 'dotted' reporting line to the General Counsel. RAAS conducts annual HESS audits of each brand's head office and each ship in our fleet. These audits are in addition to the audits performed by external infrictanty certification and regulatory auditors.

# HONEYWELL INTERNATIONAL INC.

# 03 CORPORATE RESPONSIBILITY

Hanywell is functioned principles effect our viols med values and legs our employme, representatives contexture, consulative, and supporter conservatives that functioned in closed galadatil, Arthun can be the Company of Context Contexture to the Contexture is the All employees are required to complete Code of Business Conduct training and certify each year that they will comply with the Code.

# INTEGRITY AND ETHICS

The Code provides guidance and outlines expectations in a number of key integrity and compliance awas, including how employees should brate each other, conflicts of interest, Health, Safer, Environment, Product Shewardship and Sustainability (HSEPS), bools and incords, and compliants and poper shuttines practices, texted compliance, index thating, data privacy, respect for human rights, and the appropriate awar information technology and social media. In addition to the Code, Honeywell provides comprehensive training on key compliance topics, advalopts training social constraints for engloyees and thing parks to specific contexmin (hand) and specific target mining and lar reviewal d integrity and compliance concerns though a besi-in-dase process to report and investigate allegations. Honeywell expected to 100% of expended allegations.

• Approval and Activity of regional angletonit. Moreoverse, this integrity and compliance program includes, among other elements, a Supplier Colls of Conduct that flows down to Honoywell global supply chain to enriforce Honoywell's expectation that its suppliers also will also be your high strandsci of integrity and compliance includings out Conflict Normal, Are Human Traditions, Balavest and Honoyya and Human Shayan Globaromenta Brocks. Suppliers are and either replaced or issued a convertive action plan. If the violation is related to unethical or linguit activities, the suppliers removed as a value supply round.

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# SUPPORTING DIVERSITY

ne Board ballwest that its diversity (three women, three Hispanica, one African-American and two non-U.S.) and the diversity of excitive leadership (over 50% elverse by gonder or ethnicity) supports our evolving business strategy. The Company is commit cluster and diversity enables better decision making, helps build competitive advantages, and furthers long-term success.

Hanywell has many inclusion period levels y council, and a linelyled in several professional agencianous is adamped to disversely council, and a linelyled in several professional agencianous is a linely and line of the disverse of presence and an entry of the disverse o

# WORKPLACE RESPECT

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ostering a respectiful workplace environment is a ley priority for Honeywell. While the Company's Code of Business Conduct and oth clicles have long prohibited harassment in 2018, the Company issued a neivad plotah harassment policy to raffirm our committen similarian a respectiful workplace for all. This read policy provides more soulloit quidate on the negatoration for advecting the most policy provides more complexity and the negatoration of a policy business more the negatoration for advecting the negatoration and the most policy plotation and the policy business of policy poli

Honeywell | Notice and Proxy Statement | 2019



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# **RESIDEO TECHNOLOGIES**

EMPLOYEE PROTECTIONS

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# CORPORATE RESPONSIBILITY

more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and responsibl le creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEGas.com. SAFETY AND HEALTH

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

targenin assumently of our assesse. A substantial peri dor workfore is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate employees controls, work procedures and other preventive safety and enabling programs. Relations and proving our safety incident rate is importing, thus we not thoused only on statistics. Low incident rates alone campt prevent a large-scalar incident, which is why we continue to focus on enhancing our preventive safety programs, such are sensitive specification and improving and assessment and others.

# 2018 Safety and Health Performance Updates and Highlights Since 2013 we have experienced a 57% reduction in our TRIR.

- Since 2013 strains and sprains, our most prevalent type of injury, has declined by 85%.
- Since 2013 we have experienced a 75% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVIR.
- ENVIRONMENTAL PERFORMANCE

# 2018 E

- Environmental Updates and Highlights
   We retired or replaced approximately 430 miles of distribution and transmission facilities in 2018, including 21 miles of cast iron pipe,
  which will result in decreased emissions of methane. We have a total of four miles of cast iron pipe remaining to be replaced, which we
  have committed to replace by the end of 2019.
- In 2018, or Exercision or repeace of 100 KB to 101 X175.
   In 2018, or Exercision Difference Program in Disbona and the Austin and Rio Grande Vallay Conservation Programs in Texas combined to issue more than 122,756 telestes totaling approximately \$17 million through energy-efficiency and conservation programs that offered customers telestics on natural gas applications: and energy-efficiency hyperiod conservations programs that offered customers telestics on natural gas applications: and energy-efficiency hyperiod customers telestics.
   We continue to be a partner in the EPA Natura Gas TABA Regrams and the EPA's Metanac Dallenge program to voluntarily reduce generationary ensities. We exceeded our goal by achieving an overall replacement rate between 6 and 7 percent in both 2017 and 2016.

# COMMUNITY INVESTMENT

We accommitted the active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not any the right things to do-ris same basiness by combining financially and through voluteer work, we can help hold stronger commonstreas and curves as better environment for so employee, our continues and the general public. We accommittely obtained were interesting to the source of the source of

# nity Investment Updates and Highli 2018 Co

In 2018, we contributed approximately \$2.1 million to nonprofit organizations through the ONE Gas Foundation and corporate sponsorships, and our employees volunteered more than 9,500 hours in our communities.

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Boosting Energy Efficiency Worldwide



reduced our carbon of CO2e (CO2 eq overall greent

Health and Safety Dur global Total Case Incident Rate or TCIR" (the number of occupational injuries and illnesses per 100 employees) was 0.26 at the end of 2018 which is significantly lower than the North American Industry Classification System injury rate for Automatic Environmental Controls of 1.7 as reported by the U.S. Bureau of Labor Statistics.

We monitor our safety through a balanced scorecard of key performance indicators. In addition to reactive incident management investigation and root our hazard observation and internal audit programs to provide insights and intelligence that help us proactively mitigate issues before they result in incidents.



Reducing Global Greenhouse Gases

Greenhouse Gas (MT CO2e/\$MM Revenue)

ed specific projects that orint by more than 434 metric ton ent). The chart below shows the e gas reduction at our sites.

# Social Responsibility

# Committed to a Sustainable Future

Resideo is working to address some of the fundamental global challenges we face. We are starting at home – with our neighborhoods and communities – and committing to making a difference.

As a company, we provide people with tools to effortlessly manage their whole home to keep it more comfortable, safe, secure and healthy. We are currently seeking global and local non-profit partners who align with our company's safety and environmental goals to help develop programs and initiatives that will drive continuous improvement in our communities and in the world.

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resideo

# Diversity and Inclusion (D&I)

Diversity often focuses on the differences in a group, often referred to as "the mix." Relevant groups can include the board, C- Suite, senior managers, and employees at large. Inclusion is the deliberate act of welcoming diversity and creating an environment where diverse people can interact, thrive and succeed, working as a collective whole. In short, Diversity is what you have. Inclusion is what you do.

# AT&T INC. J CORPORATE SOCIAL RESPONSIBILITY Progress Toward 2020 Goals<sup>2</sup> % Energy Intensity recycle 200M devices 66% of goal completed 73% of goal completed 75% of goal completed Social AT&T is focused on issues important to our business and our communities, including safety, education, diversity and inclusion, and the welfare of our fellow citizens. Through the end of 2018, 60 percent of AT&TS management workforce had enrolled in reskilling programs provided or subsidized by the company. And more than 50,000 learners worldwide, including more than 5000 AT&T employees, had enrolled in nanodegree credential programs, a new pathway to higher education pionered by Udick1 and AT&T. One of our top priorities is empowering customers to use our products and services in a safe and responsible campaign has generated more than 33 million pledges to never drive distracted. DIVERSITY AND INCLUSION The AT&T Digital You<sup>4</sup> website includes a collection of resources that educate customers about online safety. Our Italeritates movement helps tenes find positive reinforcement and the tools they need to boost positivity online and offine, where working to eaked the gaming experience through technology, and in doing si, our new among games: And in 2021 we launched ScreenBedy, nonline safety plot program, in our greater New York City retail stores. Our efforts to create a culture in which all employees can learn and grow are led by the Chairman's Diversity Council and our Chief Diversity Officer. AT&T's 24 Employee Res AT&T U.S. EDUCATION AND UPSKILLING We are building a stronger business and a more dynamic workforce for all companies as we prepare individuals for the workforce demands of tomorrow. new Diversity a moment that is an industry-pior commitment to give opportunities to more \$450 million Not Agrice program, through which we're provided more than \$450M toward student success and Career readiress, with an emphasis on STEM-related fields. commitment to give im opportunities to more imen and people of color – both in front of and behi e cameras. This is aided by WarnerMedia's OneFi atative, a platform that disrupts the way content veloped and places diverse storytellers in the spotlight COMMUNITY ENGAGEMENT Size COMMUNITY ENGAGEMENT ATAT employees and Size million for the size of the charities in 2018 to help make our communities stronger and have pelegde to give \$23.8 million 10210 Sur culture of giving provides resources to support employees charitable interest through ATAT Foundation grants, resulting in an additional \$4.4 million in 2018. Employees also donated time in their communities, volumetering more than 1 million hours valued at more than \$25 million. Internally, we invested approximately \$200 million and 16 million hours training our employees last year, and we contributed \$23 million to their tuition aid. 14TBT utilizes the 90% threshold standard for "sero waste" as defined by the Zero Waste Inter Represents progress through end of year 2017 "Represents total U.S. workforce numbers, excluding WarnerMedia, through end of year 2018 - 2019 PROXY STATEMENT --AT&T

# CARNIVAL CORPORATION & PLC

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# ANNEX A

# Employees

# Carrival Corporation & pic own and operate a portfolio of brands in North America, Europe, Australia and Asia comprised of inite cruise lines: Carrival Cruise Line, Holland America Line, Princess Cruises, Scabedum, AIDA Cruises, Costar FAC Cruises (Australia) and PSO Cruises (UK): Our corporate office and individual brands employ a variety of methods, such as intranet sites, management briefings, newsletters and reward programs to encourage employee involvement and to keep employees informed of the performance, development and progress of Carrival Corporation & nc.

plc. We believe that diversity and inclusion issues, such as the altraction, retention, development and promotion of women and people of color, are not only important topics in corporations and boardnorms world-wide, they are issues critically important to sustaining the success of our business. For years, we have partnered with organizations focused on improving the diversity and inclusiveness of work places and by extension, society in general. We strive to achieve greater performance through capturing the power of employee diversity across all elements such as race, ethnicity, gender and sexual orientation. Accordingly, our President and Chief Executive Officer has committed to Catalyst S<sup>-Collabyl</sup>. CEO Champions for Change' initiative to support the advancement of women's leadership and diversity in initiative to support and encourage diversity in the workplace.

Senior employees within Carnival Corporation & pice are eligible to participate in either the Carnival pice 2014 Employees Stare Plan or the Carnival Corporation 2011 Stock Plan, further details of which are provided in Carnival pics Directors' Remuneration 2011 Stock Plan, further details of which are specified in Carnival pics Directors' Remuneration Report attached as Annex 8 to the Proxy Statement. These plans reinforces the philosophy of encouraging senior employees to contribute directly to the achievement of Carnival Corporation & pic's goals and of rewarding individual and collective success.

It is the policy of Carrival Corporation & pic that disabled persons should receive full and fair consideration for all pic vacancies for which they are suitable applicants. Training and career development is accurated for all employees. It is the policy of Carrival Corporation & pic to seek to retain employees who beccome disabled while in their service whenever possible and to provide specialist training, where appropriate

Information regarding gender mix can be found in the Strategic Report that accompanies the Carnival plc consolidated IFRS financial statements.

# Political Contributions

Carnival plc did not make any political contributions to any political organization during the year ended November 30, 2018 (2017-mil). Carnival plc's subsidiaries made political contributions to organizations outside the European Union of \$0.5 million (2017-50.1m).

# Directors' Statement as to Disclosure of Information to Auditors

Each Director is satisfied that, as far as he or she is aware, the auditors are aware of all information relevant to the audit of Carnival pic's consolidated IFRS financial statements for the year ended November 30, 2018 and that he or she has taken all signs that ought to have been taken by him or her as a Director in order to make the audions aware of any relevant audit Information and to establish that Carnival pic's auditors are aware of that information.

# Corporate Governance Statement

The corporate governance statement, prepared in accordance with rule 7.2 of the UK Listing Authority's Disclosure Guidance and Transparency Rules sourcebook, can be found in the Camival pic All Camiva ic Director's Report

A-8 Carnival pic Directors' Repr



# CITRIX SYSTEMS, INC.

Corporate Responsibility

oenerates value for all our stakeholders. Our approach to corporate responsibility encompasses the following initiatives: Diversity, Inclusion and Belonging, Corpi Citizenship, Sustainability, Supply Chain Oversight and Trust.

At Citrix, we are committed to improving the lives of our employees, customers, partners, shareholders, and the communities in which we live and work. We believe that a strong focus on corporate responsibility and conducting ou business in an ethical, transparent and accountable way

Diversity, Inclusion and Belonging, AL Citrix, diversity, Inclusion and Belonging AL Citrix, diversity, Inclusion and Belonging is about Nersaging the inmosther power of human difference. We believe that including differe backgrounds, Beliefer, prespectives and capabilities in our workforce fulst immodation and creates value for our employees, acutomers, pathress and sharbedies. We have incorporated diversity, inclusion and belonging into our paid of practices, decision and events, and executive and community programs, which include:

Executive Oversight Committee: Provides guidance, sponsorship, and thought leadership for company-wide diversity, inclusion and belonging initiatives;

Diversity, inclusion and Belonging Team: Team focused on diversity, inclusion and belonging strategy development, initiative execution and measurement of outcomes that support our values and culture;

support our values and curure; A thracting Tadent. A number of programs and initiatives enhance the diversity and inclusion experience for candidates and employees, including: attending National Society of Black Engineers, Fairygodboss Women in Sales, and Grace Hopper conferences for employee development and latent attraction;

all bluene writerours, Employee Resource Groups: 16 employee-run chapters around the globe that address career development, mentoring, advocacy, and networking for groups such as women, LGBTQ, Latino, veterans and black professionals;

Community Programs: Supporting a data processing diversity-focused scholarships, as well as programs designed to support women and veterans in pursuit of a technology career, including partnering with Girk Who Code by sponsoring attendees for the Girk Who Code Summer Immersion Program and Supporting & Girk Who Code summer internship program at Citrix;

Metrics: Leveraging industry benchmarks and to data to better analyze our workforce represent

Proxy

on trends, and workforce

identify focus areas and improvement opportunities;

dentify focus areas and improvement opportunities;

Executive and Employee Training: Offering a number of inclusion, diversity and unconscious builts programs for senior leaders and employees including an Inclusion Architects Program In drive engagement and culture change and developing a diversity, inclusion and belonging toolkist to assist people in mitigating bias and behaving more inclusively, and

External Vessiles: Highlighting our diversity and inclusis and oversight committee mission statement, metrics, programs and achievements in a dedicated section on Citrix.com, for customers, partners, shareholders and potential employees.

We have been publicly recognized for our commitment to inclusion and diversity initialitives. Most recently, in 2017, 2018 and 2012, Chrix was designated as one of the "Best Places to Work for LGBTO Equation" by the Human Rights Campaign Devadition and received a score of 100 percent on the foundation's Corporate Equality Index survey.

To ensure that our President and Chief Executive Officer dr a diverse and inclusive culture, as part of our President and Chief Executive Officer's annual evaluation, he is evaluated among other things, his is dearbargh of the business, which includes driving a diverse and inclusive culture.

Board diversity is also a top priority at Cirix. We believe that a diverse membership with variey appensectives and treadship of experiences an aniversorial attitude of an ell-functioning Board of Directors and will enhance the quality of the Board of Director's dishering and Carporate Sovemance Committee of our Board of Directors collections the devinely of baselingung and ell Directors collections the diversity of baselingung and ell Directors collections and ell Directors and the directors of diversity of a ell Directors collections and ell Directors and the directors of diversity of a ell Directors collections and baselingung and ell Directors collections and ell Directors and baselingung and ell Directors collections and ell Directors and baselingung and ell Directors collections and ell Directors and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and ell Directors and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and ell Directors and baselingung and baselingung and baselingung and basel

experience of a director nomine inclusive of diversity of homoledies, skill, experience and expertise, and wells, diversity of personal characteristics, such as diversity of generar, nex, ethnicity, outure, hough and genergative mong is members at the overall context of the composition of the Board of Directors as documented in our Corporate Governance Calciations and our Nominating and Corporate Governance Committee on the Board of Directors discuss the composition of aur Board of Directors, including directly of directors enablation process. In 2018 an w-rided person general concession, concession, in 2018 an w-rided person general concession.

part of the annual Board of Directors evaluation process. 2018, we added two new directors to the Board of Directi Mr. Hogan and Ms. Kilcoyne, as part of the continuing evol and diversification of our Board of Directors.

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# HUNTINGTON INGALLS INDUSTRIES

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# Cornorate Citizenshin

# DIVERSITY AND INCLUSION

At HII, our employees are our most important assets and are critical to our success. We value relationships that are based upon mutual respect and appreciation of differences as a formative part of the inclusive culture that is essential to our success as a company. Within this inclusive culture we promote character, civility and community.

We baines we gain a key competitive advantage by building a community that wakes contributions and perspectives from a variety of badgrounds, stills and experiences regredites of race, ethoricity, color, religion, exc, disabity, nationality and other differentiation. Dur leaders leverage the differences within their tasms. Our corporate values—Integrity, Safety, Honesy, Engagement, Responsibility and Performance—and our Code of Ethics and Business Conduct guide us and serve as reminders that trust and respect are the foundation for an inclusive environment.

Additional information about our employee resource groups, diversity and inclusion in action, supplied diversity programs and highlights from a number of programs in which we have been involved are available on our website at www.humingtoningals.com.

# MILITARY AND VETERANS

We have a commitment to the men and women of the Armed Forces—and their families—that extends well beyond the ships we build and maintain for the U.S. Navy, the U.S. Marine Corps and the U.S. Coast Guard. We employ more than 7.100 military veterame—about 18% of our workforce—as well as current members of the Reserves and National Guard, and we are committed to filling more than 20% of new jobs with veteram. We are also proud of our ongoing corporate pathentiality with the United Service Organizations. We use certified by Virgina Values Veterans, a program that helps employees dependable veterams. We are also have decisated veterans recruiters and support more than 30 military-and veteran-specific job fairs every year.

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# INTEL CORPORATION

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Given the highly technical nature of our business, our success depends on our ability to attract and retain tailented and skilled employees to create the technology of the future and definition our costners. Any polsable workforce of 107,400 is highly educated, with approximately BSW of our people workfing in technical roles. We invest in creating a diverse, inclusive, and alse work environment twhere our employees can deliver their workplace best every day. This environment tosters a risk and powerdic justure that allows our makes on product marks of the diverse of the strange of the strange of the diverse of the strange of the strange of the diverse of the strange of the diverse of the strange of the diverse of diverse

All employees are responsible for upholding the Intel Values, Intel Code of Conduct, and Intel Global Human Rights Principles, which from the Foundation of our policies support the onging Career development of employees. To over a decade, we have tracked and publicly reported on key human capital metrics, including world/orce demographic, diversity and includios data, turnover, and training data.

# DIVERSITY AND INCLUSION

Website and the workforce, industry, and econytene is critical to backing an industry workforce, industry, and econytene is critical to advance diversity and inclusion in our workforce and in the technology industry, and met cur goal to achieve full prepresentation of women and underrepresented minorities in our U.S. workforce in 2018—two years workplace policies. For example, to help ensure endproyee concerns are openly and transparently resolved, intel does not seek arbitration of seaula harassment and other endproymer talaims.



We invest significant resources to develop the talent needed to keep the company at the forefront of innovation and make Intel an employer of holice. We deliver training annually and provide rotational assignment opportunities. During 2017 and 2018, we trained our managers in inclusive management practices. Over the past five years, our undesired voluntary turnover rate has been below 5%.

# COMMUNICATION AND ENGAGEMENT

Our success depends on employees understanding, how their work contributes to the company's event if strategy, We use as a of channels to faultitate open and direct communication, including open formar with executives, cataretiny Organizational Hea Polits; 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 Lation Detwork, and others.

# 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 bonuse, a popular Employee Stock Furchas Plan, healthcare and reterement benefits, paid ine off, floxible work schedules, sabaticals, fertility assistment, and on-site services. For more than a decade, we've performed an annual compensation analysis in the U.S. to ensure pay equity by gender and neac-hencity. In 2019, we begin globaliting our analytics and recently announced that we've schedered gender pay equity lobabily.

# HEALTH, SAFETY, AND WELLNESS

te goal is to achieve zero serious injuries through continued investment in and focus on our core safety programs and action initiatives. We provide access to a variety of innovative, flexible, and convenient employee health and vellness including on-the behalt contexts.

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INVESCO LTD.

Our business scales relies on engaging a highly diverse team of people across the globe who are client-focused, innovative and draw on a range of backgrounds and experiences to contribute their unique perspective. Exusting a broad range of different experiences and backgrounds helps us create the diversity of thought needed to deliver a compelling investment experience for clients and ensure an engaging work environment for our people. This approach is a core attribute of our tim's culture, which actively encourages our people to caliborate to find the best desists across our global regularization. At invesce, whice committed to improving disverity at all levels and in all functions across car dipolar biastics. Although information is any constraint and callurally specific, then need for greater genetic diversity is a constant across the globe, which is sity are focusing on gender at the networkprice level. Today we have a diverse, latered pool of women across our global firm, but we aspire to have more women at senior levels and across all inclusions within our firm. levels and across all functions within our firm. The EGD and oneing for managing directors of heveco- the most series leaders for key parts of our business - have adopted several principles for achieving our greater diversity targets. To demonstrate our commitment to series relaxed to the infrance charters). Specifically, the CED and serior managing directors have the second series of the second series of the second second series of the We are second second second second second second second second with the CED and second managing director seponsible and accountable for gender diversity and inclusion: Clobaday, we have as 1a drapt for formalis representation of series managers achievement of the target and support having reader diversity across the optices and clobals of the target and support having reader diversity across the optice and clobals of the series of the target and support having reader diversity across the optice and clobals of the series of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of the series of the series of the optice and Clobals of the series of th In support of our wider diversity and inclusion aspirations beyond gender, we have a variety of activities focused on engaging and developing the many lateriets people range of backgrounds. These initiative incluse programs focused on developing the next generation of leaders, training efforts interded to strengthen our inclusive outlure and more robust recruitment practices to attract diverse laterint to the firm. All of these efforts are sponsored by the senior managing directors, supported by our senior leaders across the business, cascaded to our employees and captured in the firm's business plans and leadership objectives. Across the globe, we continue to build our partnerships and networks to optimize our diversity and inclusion activity. We are leveraging the efforts and success of our linesco Womer's Network, which provides development and mentorship opportunities, creates networking events for women and men and partners with the business on its broader diversity and inclusion efforts.

Additionally, we work with a variety of external partners with the goal of improvin diversity and inclusion within Invesco and across our industry, for example, we are active members in a number of local or regional public or industry initiatives such as the UK and North America Asset Management Diversity Project.

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	EXECUTIVE COMPENSATION
IV. Investing in ou	r people
delivery of sustained such, we maintain Fi	tiveness, carerer development and ability to adapt to a changing landscape enables continued shareholder value. We believe the most effective workforce is a diverse workforce, and as mode inclusion and diversity initiatives to attract and reteative the highest quality latent. In retain diverse employees, we believe in providing well-paid jobs with strong benefits and
meritocracy and beli environment fosters	on are of strategic importance to the Firm. We are committed to a culture of openness and eve in giving all individuals an opportunity to succeed. We believe diversity with an inclusive innovation, creativity and productivity, which is critical to our success, and we are deeply and retaining employees from different backgrounds, experiences and locations.
Our Business Resour the Firm's priorities members. We have t	t significant time and effort toward executing diversity and inclusion best practices Firmulde. cc Groups (TBGG) <sup>2</sup> are committies of employees who voluntarily work together to advance and its position in the global marketplace by leveraging the mutique perspectives of their en BRGs globally, with over 91,000 employees participating from all LOBs. In addition to BRGs, ther diversity and inclusion strategies such as:
Women on the Move ("WOTM")	WOTM is a global, Firmwide effort designed to support women in their personal and professional lives     The initiative was expanded in 2018 to empower female employees, clients and consumers to build their careers,     grow their barbieses and improve their financial health     An executive was appointed to sorve as a dedicated leader for the expanded initiative     The third small women on the Work exectarybing to rook globartion 2018 with employable     The third small women on the Work exectarybing to rook globart in 2018 with employable
Leaders ("ABL") & Advancing Black	ABL is a Firmwide commitment to increasing representation of black talent across all businesses     In 2018, we saw meanineful headcount growth in black senior management and increased representation of black
Office of Disability Inclusion ("ODI")	<ul> <li>OIG is decirated to providing physical scanization standards and processes to better accommodate employees with distabilities</li> <li>Launched the MayAccoulding scanis to fulfill requests for technology and physical accommodations for employees and discussions</li> <li>Launched the MayAccoulding scanis to fulfill requests for technology and physical accommodations for employees and discussions</li> <li>Launched the MayAccoulding scanis for the model of the model of the model of the resources to resmit, the and achieves peedle with scanistics</li> </ul>
Military and Veteran Affairs Programs	<ul> <li>The Office of Military &amp; Veterans Affairs drives Firmwide initiatives to position veterans, service members and</li> </ul>
<ul> <li>100% rating on the Equality Index surv</li> <li>50 Best Companies</li> <li>Top Company for N</li> <li>Best for Vets Employed</li> </ul>	external recognition we received in 2018, some of which is listed before: 2 corporate Equality Index (Human Bipka Campaign and supsore of 100% on the Disability (Disability: Nan American Association of People with Disabilities) for Diversity by Black Enterprise Hulcinclural Women by Working Mosther Magazine oyer by the Military Times
<ul> <li>Best Practice for P</li> </ul>	romoting Asian Pacific American Women by the Asia Society
JPMORGAN CHASE & CO. + 2	tolo PROXY STATEMENT 47





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# SCHNITZER STEEL INDUSTRIES, INC. $\left| \mathbf{l} \right|$ Schnitzer 💮 Proxy Summary Highlights from the FY2017-FY2018 Sustainability Report include: Ingentity lists out the TEACHTTLAG of Section memory responses to compare compares to the section of the sectio Safety, Health, and Wellness: The safety, health, and wellness of our employees are top priorities at Schnitzer, and our safety culture is an essential component of sustained success. While 76% of our facilities operienced zero lost time due to jupure in fiscal 2018, we an edeminimed to contraining limpove our safety performance access all divisions and all facilities. Our Wellness Committee promotes healthy lifetyles and sponroed a number of events throughout the year such as offening there more samede steelcher installation in compution with the American Red Close Submit the Almin campaign to insure that all and the same steel steelcher installation in compution with the American Red Close Submit the Almin campaign to the same that all same steel steelcher installation in computions with the American Red Close Submit the Almin campaign to the same that all same steel steelcher and the same steel steel steel steelcher and the same steel steel steelcher and the same steel steel steel steel steelcher and the same steel steel steel steel steel steelcher and the same steel stee mployees have working fire alarn employees have working the aarms. Diversity, hockbard and Obland Answerses. With over 3:500 employees, we take prick in our diverse and inclusive workdorce. We actively exocutings a culture where eleryprice is branket with respect fammes, and enaul apportunity to reach their hill percental within the expansion. In 2017, to baid no run respects in this area, we built work of the other program and in 2018, appointed a 50xH Diversity Other reporting directly to our CEO. Also in 2018, we launched our cultural aivernees comparing focusion of increasing cultural awareness, inopring employee engagement, and fostering an environment where open and safe conversations can exist. Community Engagement and Partnerships: At Schnitzer, we are dedicated to positively impacting the over 100 communities in which we live and work, and we have a long legacy of volunteerstim, partnership, and charatate giving. Our employees task our local community engagement efforts through direct imversement in community inflatives and memberships in community organizations, as well as participation in philanthropic and charity events. Examples of community engagement and partnerships include: and pathemismis include: In April 2018, over 1.300 employees from 80 facilities participated in Earth Day activities from cleanups of local parks and beaches to scrap drives with local schools. Since 2008, we have been a partner in the Fahing for Exergy partnership that has collected over 3.8 million pounds of derelict fahing gear for recycling and energy conversion. I since 2008, we have supported the Boston Police Department and 15 other local police departments by recycling the metal from more Than 8.000 weapons them of the stress. In fiscal 2018, our Pick-K-Pull stores raised more than \$250,000 in domitors for local food hanks. On exercision end our sensitions exercitivation est (310,000 in ford) 3104. Exclambics headships havedation. Our company and our employees contributed over \$120,000 in fiscal 2018 to Schnitzer's charitable foundation "Recycling For A Better Tomorrow," to provide disaster relief funding to aid employees and their families impacted by natural disasters. Environmental Performance and Princetine No actively provide and support sustainable practices throughout our operators and continue to some year-cereptier attractomented in our sustainable year performance indicates which have been externally verified and assured for accuracy. On a normalized (per-unit) basis in both fiscal years 2017 and 2018, we lowered our cattors messions, energy communities, and process water generated. We also diverted more water form landling by recycling higher volumes of scrap metal and recovering other materials. In fiscal 2018, our Sustainability performance included the flowing: 7 00 3% reduction in 79% electricity normalized from hydro & disposed waste other renewables 10 | Notice of a

# **TECH DATA CORPORATION**

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As we fulfil the Company's overall purpose of continuously satisfying the world's ever-evolving demand for technology, we also remain committed to being a responsible corporate citizen. Our commitment to ESG matters contribute to our designation as one of Forture magarine's World's Most Admired Companies' for 10 consecutive years. The programs described below are consistent with our shared values of Integrity. Excellence, Accountability, Collaboration and Inclusion.

# Environmental

We recognize that a healthy environment and safe workplaces are critical to our business, strategy, society, and people. We address environmental issues in an integrated manner to encompass protection of the environment as well as colleague health and safety. The environmental, health and safety (FHS) systems, processes and tools in place across our footprint enable us to meet or exceed governmental and industry requirements. We are also committed to continuous improvement in our performance. Notable Environmental/EHS highlights include:

- We seek to reduce waste and increase energy efficiency across our footprint. Energy efficiency efforts include: a LEED-certified San Artonio facility, selective installation and retrofitting of LED lighting at logistics centers and large offices, solar panel installation at one of our main offices, and expanded recycling programs for pallets, cardboard, batteries and electronics.
- We maintain certification to ISO 9001:2015 (Quality Management Systems) for all of our logistics centers in the U.S., and most of our logistics centers in Europe, as well as ISO 140012015 (Environmental Management Systems) for our facilities in Georgis Span, Sweden and Sirgapore. In addition, our facility in Ohio has earned OHSAS 1801:2017 Health Safety Management Systems Certified.
- Risk reduction through implementation of our Injury and Illness Prevention Program, as well as enhanced safety training and new safety software programs across our footprint.
- A focus on leading indicators of safety performance, such as behaviors and minor incidents, enables us to drive continuous improvement, which is important for sustaining our corporate culture and reducing risk.

# Social

The Company is proud to be recognized as a great place to work, a leader in the promotion and practice of diversity and inclusion, and an involved, positive member of the local communities where we live and work. We take a holicito approach to our social strategy, striving to create a culture where taiented people want to come to work, develop their careers, become leaders, and make a difference for all our stakeholders and communities. Notable social highlights include:

- We have long engaged in supporting workforce diversity and formally established an Office of Diversity and Inclusion in 2014. We believe that diversity and inclusion ("D&I") in our global workforce produces more innovative results and provides a competitive advantage.
- We are focused on driving continuous improvement in the diversity of our senior leadership ranks. We require that for all positions of vice president and above, at least one woman and one ethnic minority must be interviewed for openings in the U.S., and at least one woman for openings outside of the U.S.
- We have five business resource groups ("BRGs") with groups dedicated to i) empowering women; ii) supporting military veterans and their families; iii) driving recruitment, retention, 18

Tech Data Corporation



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# UNITED RENTALS

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"Verizon is delivering the promise of the digital world by enabling people, businesses and society to innovate and drive positive change."

# and Board Oversight All Coord O Versigniti All is core, our business connectic people with each other and the world around them. Our technology powers connections that enable people to do emanzing things. That is why was examined to help load a brighter future. Veritors in ever conscious of our global impact. Our **Corporate Responsibility Repeat** discusses our programs and practicade designed to promote ethical business practicades, good corporate governance, and the will-being and health of our environment, employees, customers and communities. The Report and other information on Vertor's commitment to responsibility Reports and statisfiability are posted on our verbale at www.verbonce.mices.com and the information on Vertor's commitment www.verbonce.mices.com and the information on verbale at www.verbonce.com/abud/responsibility.

Corporate Responsibility

Corporate Responsibility and Bo

verw.vertion.com/about/responsibility. Our Board recogrises the importance of our corporate responsibility and sustainability policies and practices and the need to provide effective oversight in these races. Our Corporator Recoverances and Pedrey Committee maintains formal oversight responsibilities by periodically reviewing Verticar's position and engagement on important public policy issues that may affect our business and repatiation, including those relating to corporate responsibility, sustainability. Dificial contributions, bubying activities and others, and reports to the full Board on these matters. The Committee ais for commaly reviews the tate of corporate responsibility at Version with our Chelr Corporate Responsibility Officer each year.

+excuss run our Chiel Corporate Responsibility Officer each year. In 2018, Verizon established a new management body called the Responsible business Council, charled by the COL to oversee the integration of responsible paradices as a core operating principle. We vestore pleaves that a corporation that is approached by operating at the intersection of ecoronic, environmental and societä accountability creates graterie trang-term wate for this shareholders. The Officer reports Responsible Officer reports on the Council's achietes to the full Board at least annualy.

# **Diversity and Inclusion**

Diversity and inclusion
At Vertice, we inderstand that are success as a company is grounded in a respect for and encouragement of diverse
viewpoints. In order to connect people across the world, we know we need to tap into the diversity of thoughts, capabilities,
background and outlutes among our team members, suppliers and oustomers. We are committed to diversity and equality in
a drass of our business, hichding hing and compensation. Since Verticon was founded, our Humm Resources Committee
has include a diversity equation and encouragement of a PyEquity Committee
we believe in pay equity. Toward that end, we have adopted a PyEquity Commitment that can be found on our website at
www.vertex.com/about/our-company/company-publies. As part of this commitment, Verticon piedges to leaftly and
promote best practices in compensation, hinging, promotion and career developments to develops tatelegies to reduce
unconscious bias; and to make hiring, promotion and compensation decisions that promote pay equity.

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9.99%, except for Mr. Flammery, who received a 15.4% base salary increase in cor with his promotion from Exacutive Vice Present to President to President our AICP and LTIP was above target. AICP tonuess were funded at 130.5% of target. The averds were earned at 183.1% of target. For specific details about the exotutive compensation program, please refer to the Compensation Discussion & Analysis ("CD&A") starting on page 37 of this Proxy St Company Awards 2018 AVARDS AND RECOGNITIONS National Diversity Excellence Award Association of Builders and Contractors (eighth consecutive year). Best for Vets Military Times To Workplaces in CT for 2018 Top Workplaces in CT for 2018 Top Workplaces in CT for 2018	ling for bo rget, and
our AICP and LTP was above target. AICP bonuses were kinded at 130.5% of targ.           Tor specific details about the executive compensation program, please refer to the compensation Discussion & Analysis ("CD&A") starting on page 37 of this Proxy St           Company Awards         2018 AWARDS AND REGOCINTIONS           Rational Diversity Excellence Award Association of Builders and Contractors (cighth correscutive year, supplier categor).         Top 10 Military Friendly spouse emp G. J. dois Military Trienes           Best for Vets         Top Workplaces in CT for 2018	rget, and
Compensation Discussion & Analysis ("CD&A") starting on page 37 of this Proxy Str Company Awards	tatement.
2018 AWARDS AND RECOONITIONS           National Diversity Excellence Award Association of Builders and Contractors (eighth consecutive year).         Top 10 Military Friendly spouse emp (film consecutive year).           Best for Vets Military Times         Top Vorkplaces in C1 for 2018 Time Hearst Connecticute Media Group.	
National Diversity Excellence Award Association of Builders and Contractors (cgrith consecutive year).         Top 10 Military Friendly spouse emp (cgrith consecutive year).           Best for Vets Military Trmes         Top Vorkplaces in C1 for 2018 Top Vorkplaces	
Association of Builders and Contractors GL Jobs (eighth consecutive year, supplier category) (fifth consecutive year) Best for Vets Top Workplaces in CT for 2018 The Hearst Connecticut Media Group	
Military Times The Hearst Connecticut Media Grou	oloyer
(fifth consecutive year) (first submission/award)	p
#7 Top Military Friendly employer – Gold Award G.I. Jobs (Irenth consecutive year, >\$1B revenue category) (first year)	
Top Military Friendly Supplier Diversity – Gold Award, Over \$1B category G.I. Jobs (lirit consecutive year as a top employer)	rs
Top Veteran Friendly Companies List, Best of Best Results List         Proud Sponsor of the United Compa Fund, an employee-funded 501(c)(3) program assisting United Rentals employees in assisting United Rentals employees in	n for
#3 Overall All-America Executive Team, Business, Education & Professional Services Category Institutional Investor	

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# VISA INC.

# Human Capital Management

acting, developing and retaining the best people globally is crucial to all aspects of Visa's activities and Herm success, and is central to our long-term strategy. We are investing in our employees to ensure we ain the employer of choice, and to continue to build an inclusive culture that inspires leadership, ourages innovative thinking and welcomes everyone.

To elevate our leadership culture, in 2017 we introduced the following Visa Leadership Principles, a set of behaviors that guide the way we act:



# Employee Development and Engagement

Visa understands that becoming the industry employer of choice requires providing best-in-class training and development opportunities, while creating innovative programs that enable a vibrant and engaged learning outure to florish. We strive to achieve this through a number of forturns, including establishing the Visa University Digital Campus to curate development and learning resources in a single platform, utilizing content specifically developed at Visa (such as Payments and Leadership Curriculum) and complemented by recognized external sources.

Through structured online learning and live curricula, we are extending the reach of these learning programs. For example, Visa leaders have designed "learning paths" that help employees identify content matching their professional development needs. Skills based learning is also being led, created and delivered through functional colleges, such as Technology and Sales. Finally, early career employees can choose from a wide array of practical subjects, such as presentation skills and time management, to set a foundation for their long-term success.

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. We communicate with our employees in a number of ways, and we seek their input on a variety of subjects through our employee survey. In 2017, we received a 94 percent response rate and our scores improved across all categories.

# **Diversity and Inclusion**

Visa is committed to cultivating a diverse and inclusive environment that supports the development and advancement of all. We foster a feeling of connectedness in the workplace, support diversity of background, experience and thought, support important initiatives like Equal Pay and actively work to eliminate unconscious biases that hold us all back.



# Workforce Demographics

risa tracks, measures and evaluates our workforce representation and impact as part of our strategic usiness imperative to build a diverse and inclusive organization. We are committed to reporting our ord/droce demographics annually.



September 30, 2010. In S. Leadership percentages do not equal 100%, due to rounding. Defined as VP and above. enrican Indian/Alasia Native, Native Hawaiian/Other Paolic Islander and two or more races. Ethnicity data does not enrican Indian/Alasia Native, Native Hawaiian/Other Paolic Islander and two or more races.

We regularly review our compe our commitment to pay equity. ew our compensation practices and conduct thorough analyses to ensure alignment with

For more information, please see our 2017 Corporate Responsibility & Sustainability Report.

Total of 2 pages in section



# WELLS FARGO

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		Our Commitment to Corporate Citizenship				
Diversity and Social Inclusion H	Highlights			Human Capital Management		
Committee to Diversity and Inclusion         Building an Inclusive Culture         Advascing Economic Equity and Inclusion           CED. Timothy J. Stars, signed the Statement of Support the National Compared protection of the National Compared protection Compared protection Compared protection         Advascing Economic Equity and Properties National Compared protection Compared protec		on Governance Structure				
		We donated \$216 million in 2018 to nonprofits that directly serve diverse and	Board Committees		following are the percentages of female and racial/ethnic diverse representation r down from our CEO) at Wells Fargo (the same as the leadership levels and di in diversity scorecards to monitor our progress on a quarterly basis) and	
		including women, people of color, military	HRC	Risk Committee	at representation over the last five years:	
service members and ensure their jobs are protected while serving.	networking, and community involvement activities.		Ť	Ť	Females         Racial/Ethnic Diversity           Levels 2-4         Levels 2-5         Levels 2-4         Levels 2-4           (2018)         41.0%         42.1%         19.1%         21.3%	
Top Military Employer and Top Military Spouse Friendly Employer (2018) Victory Media	Perfect Score – 100 Disability Equality Index® (DEI®) Best Places to Work <sup>™</sup> (2018, 3rd year)	14th Top Company For Diversity (2018) DiversityInc.	Management-Level Go	vernance Committees	+6.2% +5.2% +36.6% +23.8%	
conomic Empowerment High			ompensation Committee	Enterprise Risk & Control Committee	lian Total Compensation	
Revitalizing Neighborhoods In 2018, we expanded our	Supporting Economic Opportunity In 2018, we launched Where We Live in	Growing Diverse Small Businesses During 2018. Wells Fargo exceeded its	Ť	↑	al total compensation of all Wells Fargo team members (other than our CEO) was	
NeighborhoodLIFT® program, investing \$75 million to revitalize low-to-moderate income neighborhoods through down payment assistance, home lending.	collaboration with the National Community Reinvestment Coalition and local organizations. The new five-year program will invest more than	initial \$75 million commitment to grow diverse small businesses through the Wells Fargo Works for Small Businesses®: Diverse Community Capital Program, and	Strong Network of Risk and Compensation Programs		ur CEO was \$18,426,734, as reflected in the "Total" column of the Summary is proxy statement.	
homebuyer education, and other support.	\$1.6 billion in lending, investing and philanthropy to support affordable housing, small business growth, and job skills in underserved neighborhoods in	committed an additional \$100 million in grants and lending capital by 2020.	ICRM Program	Conduct Management	CEO's annual total compensation was 283 times that of the ne annual total compensation of all team members.	
	Washington, D.C.		Human Capital	Sales Practices Oversight	e annual total compensation of all our team members other than our CEO:	
ncreasing affordable housing n 2018, we financed 31,800 affordable ental units and created over 3,900 noncowners through VeighborhoodLIFT®.	Resched 2.1 milion people with financial education through our Hands on Barking <sup>10</sup> Program, including new content for veterans and people with disabilities.	Supporting American Indian' Alaska Netive Communities Expansion (Philamthropy programs) help Expansion (Philamthropy programs) help help communities in hel U.S. including nearly 131 million in 2018 to support homesonvership, energy sovereignity and workforce development on theil lands, and the support of mathematical strategies and small businesses.	ny is a diversified, community-based financial services company with \$1.9 trillion in assets. Founded fered in San Francisco, we provide banking, investment and motgage products and services, as commercial finance, through 7.800 locations, more than 13.000 ATMs, diplal (online, mobile, and anthers (phone, mail, and correspondence), and we have profices in 37 ourthres and territories to no conduct business in the global economy. With approximately 280.000 active, ful-time equivalent new one in three bounded States.		The total gross amound of salary, wapes, and other compensation (which depending such as holded) or over the part of the differential), as 1018, for our entire global workforce (other than our CEO) as of December 31, 2018. If all parameter team members who were newly hired during 2018. If all parameter team members who were newly hired during 2018. If all parameter team members who were newly hired during 2018. If all parameter team members who were newly hired during 2018. If all parameters the substantiation of a solected for the team members immediately below that value to further analyze. Two of these hald where on the indicated sole during the sole of t	
Commitment to Advancing Clean Technology and Renewable Energy Wells Fargo committed to providing \$200 billion in financing to sustainable suminesses and projects by 2030, with more than \$100 billion set aside to promote clean technology and enewable energy and the remainder to und sustainable projects and suminesses.	Expanding Access to Clean Exprove the 2018, Wells Fargo co-founded the Tribal Solar Accelerator Fund with a 55 million commitment over three years to bring solar energy and job training opportunities to tribal lands.	Increasing Team Member Committeet We multi-setting the setting of the setting Hrough our sustainable commitments initiative. As of December 31, 2018 we achieved 48% of our 2020 goal to reach 250,000 team member commitments.	been committed to competition and explicible companiation. To deliver pay field is competitive in the printed spatial our competition at least annually. We look across industries because our competition and the financial services sector. We invest significantly in annual stative increases, promotions, and es for all roles at all levels across the Company. For example, in addition to increase fluit result nor reviews, each year approximately 40,000 team members receive salary increases tied to job		with SEC rules and regulators. Hear upper sector and regulators. Hear upper sector and regulators. Hear upper sector and regulators are setting to the sector of the tam dam value of these eight learn members, resulting is an estimated median annual	
Engaging Our Suppliers We achieved 52% participation on our nagural Supplier Climate Change Survey distributed to more than 200 survey distributed to more than 200 information on their progress in reducing greenhouse gas emissions.	Recognized Leadership in Operational Sustainability Rankof RH on U.S. Environmental Protection Agency's Green Power Partnership National Top 100, and rankof B1 among financial services firms.	Met Aggressive Sustainability Goals Achieved 47% reduction in greenhouse gas emission is 2017, beating our 2020 poal times years ahead of schedule and meeting 100% four destrictly exceeds with renewable energy in 2017 and 2016.	2018 (for certain roles and in some geo vel). This latest adjustment to \$15 an ho sfully reviewed team members who wen	gi It by 32 percent in recent years from \$11.33 in December graphies, staffing rates on be substantially higher than the or increased pay for approximately 35,000 team members. all advest making \$15 mount of staffyst door, to ensure landsmithing \$15 mounts \$50.000 pay adjustments for imum hourly wage.		
				2019 Proxy Statement 75		
		2019 Proxy Statement 9			Total of 3 pages in se	
					· · · · · · · · · · · · pageo // ·	

54 | DIVERSITY AND INCLUSION (D&I)





# Health and Safety

Often included in discussions of "employee protections," this includes programs aimed at maintaining a safe and healthy workplace. As with many other ESG considerations, the discipline that goes into creating and maintaining a safety program can spill over into production and quality control. Reducing sick days, injuries, and other accidents can improve productivity, quality and reduce costs.

# AK STEEL HOLDING CORPORATION

 $\mathbf{I}$ 

# SUSTAINABILITY AND CORPORATE RESPONSIBILITY

Under the leadership of our Board and Corporate Sustainability Committee, we are committed to operating in a sustainable manner and being a responsible corporate citizen for the benefit of our subarcholders, customers, investors, employees, environment and the communities in which we live and work. Boyond ensuing that we are acting responsibly to serve these key stakeholders, operating subainably also provides us opportunities to grow our beines; bower our costs fructy the use of less energy and fevent natural resources, increase customer collaboration and bysity, attract, relain and whole employees, and differentiate us inform our set and non-sete competition, anong othe benefits.

molvate employees, and differentiate us from our steel and non-steel competitors, among other benefits. In April 2019, we issued our 2018 Sustainability Report, which provides significantly increased disclosure and transparency regarding our cosportie-wide sustainability efforts and highlights our efforts to apport our employees, encourage divenely and inclusion, contribute to our communities, and demonstrate our commitment to be environment. We also disclose our steelmaking operations' mervadue and nonenervadue energy consumption, water usage and water necycle rates, air enrisions, wate pareration and waste necycle rates, as well as targets for reducing our environmental footprint. In addition, um Sustainability Report Inclusios our coope 1 greenhouse gas emissions, which are generally direct emissions from owned or controlled sources, and reduction targets for those emissions. Cur Sustainability, escoli we thesite at https://www.aksteel.com/about-us/corporate-citizenship/sustainability.

# Commitment to Safety

At AK Steel, safety comes first and over time we have been the safest major steel company in America. Our occupational health and safety policies and programs are the connerstone of our operating philosophy and are integrated initial of our daily operations and activities. We ingrously manage, control and focus on eliminating or minimizing potential exposure to the hazards associated with making and working with steel. Our 2019 performance at our steemaking facilities (year-to-date through the hird quarter, which is the taleast industry information currently available), measured as the more health currently available per 200,000 label hours, was 0.64, which was more than two times helds: chose heritudna sources. the industry ave



Although our 2018 safety performance when measured in terms of Days Away, Restricted and Transfer (DART) cases was stored when compared to others in our industry, it did not meet our transferred from normal work duties due to a workplace tripy. In 2018 our DART performance, measured as the number of DART injuries per 200,000 labor hours, was 0.35, which was above our 2017 DART frequency of 0.21. We have redoubled our drifts on the safety front and, consistent with our focus on continuous improvement across all areas of the business, we are committed to improving our safety performance.

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K AKSteel 2019 Proxy Statement

In 2018, our operations were again recognized by a number of organizations for outstanding safety performance. In May, the American Coke and Coal Chemicals Institute, a leading industry trade organization, granted both our Middletown Works and our Mouralm Statle Cafondo Teored Safety Award for operating the safet cokemaking facilities in America. In July, our Coshodor Works and Zanewski Works oth creative the "Spead Award for Safety Them Constraints Works and Canevaleties" works oth creative the "Spead Award for Safety" from the One Statuce and Worksen's Canevariants, other and Safety and Program (Share Safety) and Worksen's Canevariants, other and Safety and Program (Share Safety), and worksen's Canevariants, status and Safety and Program (Share Safety), and worksen's Canevariants, status and worksen's Canevariants, and worksen's status and worksen's stat

# Commitment to the Environment and Sustainable Operations

Commitment to the Environment and Sustainable Operations We are unaversing in cur commitment to responsible environmental performance throughout our operations. In 2018, we experienced another year of outstanding environmental performance overal, as well as setting records at several of our individual facilities. The International Organization for Standardization ("ISO') has certified all of our steelmaking plants with the ISO 14000 revironmental compliance throughout our organization. In 2018, we achieved our goal of transitioning all of our steelmaking plants to the new, more demanding ISO 14001 standard by the end of the year. We also invest heaving in updated pollution control expensent to help meet our environmental objectives. For invest finance in nervironment and projects. The following sections provide additional details on aspects of our environmental performance and operations during 2018.

# Clean Air

Learn Air In 2018, we had over 2,000,000 air permit requirements under the Clean Air Act, and we measured our performance against every one of them. During the course of the year, we set new plant records for clean air compliance at three of our facilities. Coahcdon Works, Mansfeld Works and provid of the achievements that we have made to improve the air permit performance of Dearborn Vorks since our equilation. In 2013, the last year that Dearborn Works way operated under its former ownership and not AK Steel, it experienced over 24,000 air permit deviations. Although we strive for zero deviations at all of our facilities, this performance expresents over a 98.9% improvement for air permit performance at Dearborn Works experienced over a 98.9% improvement for air permit performance at Dearborn Works and the plant.

# Clean Water

Under the Clean Water Act, across all of our steelmaking facilities we recorded only five water discharge permit exceedances in 2018, which we believe was our second best performance in recent company history. Stafferent facilities and relative the provide records with exceedances for the year. In particular, we reached significant achievements at our Mountain State Carbon cokennaities plant. In 2013, the use year that Mountain State Carbon was operated under bit former ownership and not by AK Steal, It experienced 30 water discharge exceedances. In 2018, the facility recorder zero exceedances.

Certain production units in our or ne are inherently Certain production units in our operations are inherently water-intensive. However, we continuously seek opportunities to reduce water usage and increase water resues and recycling at our steelmaking plants. For example, our Middletown Works, which is one of our most water-intensive operations, reuses approximately 92% of its water. This facility reuses approximately 52 billion gallons of water annually, which equates to roughly 100,000 gallons every minute.

K AKSteel 2019 Proxy Stat

Total of 2 pages in section



ANNEX A

# Corporate and Social Responsibility

The Boards of Directors of Carnival Corporation & pic established Board-level Health, Environmental, Safety & Security ('HESS') Committees comprised of four independent Directors. The principal function of the HESS Committees is to:

- assist the Boards in fulfilling their responsibility to supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives at less and ashrors, and compty with related legal and regulatory requirements relating to health, environmental, safety, security and sustainability.
- .

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Chief Executive Officers of our brands attends the meetings of the HESS committees.

Or the frace Commence Carried Corporation & pic recognizes our responsibility to provide industry leadership and to conduct our business as a responsible global citizer. Our corporate leadership is manifested in our Code of sourch judgmert, ministrah high efficies tradination and the commentative foreship that and the source of the sourch judgmert, ministrah high efficient standards and demonstrate foreship that libutiness dealings. As a responsible global citizen, Carrival Corporation & pic is committed to achieving and maintaining the highest standards of professional and efficient deficient control of the commentative foreship to the commentative foreship to the commentative foreship to the control of the commentative foreship to the commentative foreship t

- In addition, Carnival Corporation & plc's HESS Policy describes our commitments to:
- protecting the health, safety and security of our passengers, guests, employees and all others
  working on our behalf, thereby promoting an organization that strives to be free of injuries, illness .
- working on our behalt, thready providing the implementation of the protecting the environment, including the marine environment in which our vessels sail and the communities in which we operate striving to prevent adverse environmental consequences and using resources efficiently and sustainably. complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business activities; and assigning health, environment, safety, security and sustainability matters the same priority as other critical business matters. .
- . The HESS Policy is published on the Carnival Corporation & plc website at www.carnivalcorp.com or

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

Risk Advisory & Assurance Services ("RAAS") is Camival Corporation & plc's internal audit department and is headed by the Chief Audit Officer, who reports directly to the Chains of the Audit and HESS committees. The Chief Audit Officer date has a "dotted" reporting line to the General Counsel. RAAS conducts annual HESS audits of each brand's head office and each ship in our fleet. These audits are in addition to the audits performed by external thrivparty certification and regulatory audications.

Carnival plc Directors' Report A-5

	ANNEX A
the environment, our guests, pleased to share that through th carbon reduction goal ahead	gainst our 2020 sustainability goals, which reinforce our commitment to our employees and the communities in which we operate. We are ecommitment of our dedicated and diverse workforce, we reached our of schedule and are determining our next target. We are currently gy beyond 2020 and are using the United Nations' 2030 sustainable ork.
Environmental Goals	<ul> <li>Rectarc intensity of calcino disolde equivalent (CO<sub>2</sub>C) emissions from operations by 255 by 2020 relative to au 2006 baseline Contrinue to improve the quality of our emissions into the air by developing, depolying and operating advanced air quality systems across our filest horosase Advanced Worksong puer connection capabilities horosase Advanced Worksong Puer connection capabilities horosase Advanced Worksong Puer connection capabilities of the system of the system of the system of the system across of the system of the system of the system horosase Advanced Worksong Puer Connection Systems conversion of the system of the system of the system of the system baseline</li> <li>Continue to improve our shipboard operations where use efficiency by 5% by 2020 relative to our 210 baseline, as measured by klograms of non-recycled wata be presence need by</li> </ul>
Health, Safety and Security Goal	<ul> <li>Continue to build on our commitment to protect the health, safety and security of guests, employees and all others working on our behalf</li> </ul>
Labor and Social Goals	<ul> <li>Continue to built a diverse and inclusive workforce and provide all employees with a positive work ormoment and opportunities to build a reawarding career for further drive employee engagement.</li> <li>Further develop and imperent vehor assurance procedures ensuing complance with Cambrid Corporation &amp; pris Builderse Partner Code of Conduct and Biointia Corporation &amp; pris Builderse Partner Code of the second second second and and and and and and sponsor a broad range of organizations for the benefit of the communities where we operate</li> </ul>

Our ship fuel consumption and emission rates and our total ship fuel greenhouse gas emissions are as

Measure	Units 21	018 2017
Total ship fuel greenhouse gas emissions (in millions)	Tonnes CO <sub>2</sub> e(1) 1	0.4 10.4
Ship fuel greenhouse gas emission rate	Grams CO <sub>3</sub> e/ALB-KM <sup>(2)</sup> 2	151 256
(1) Greenhouse gas emission data collection and calculations were performentation and calculations were performance and an elevation and an	54-3:2006 standard. Ship fuel emissi ources that are owned or controller issumption of purchased electricity, he erms of grams of CO <sub>2</sub> e per available inhouse gas emission reduction com	ons represe d by Carniv at or steam e lower ber
Further details of matters related to health, environmental, sat and community relations at Carnival Corporation & pic are av		

the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com and our sustainability website at www.carnivalsustainability.com.

**DEVON ENERGY CORP** 

Total of 2 pages in section

# CHENIERE ENERGY, INC.

# DRATE SOCIAL RESPONSIBILITY AND POLITICAL ADVOCACY AN

- Cheniere has initiated engagements with our natural gas partners to better understand the GHG emissions of Cheniere's supply chain lifecycle
- Cheniere has engaged with several environmental, social and governance rating agencies and external stakeholders regarding sustainability issues

# **Health and Safety**

Chentere is committed to conducting its business in a way that protects the safety and well-being of our workforce, customers, and others on -site or who may be affected by our operations.

- Cheniere facilitates this commitment through the Health and Safety Policy that is aligned with the Company's vision, mission, and core values. This policy is an integral part of the Company's culture which promotes:
- A Generative Safety Culture where no job is so important that it cannot be done safely ing injuries and ill.
- Performance measurement to drive continual improvem
- Proactive identification and management of risk
- Compliance with applicable legal and regulatory requirements
- Conformance with industry standards
- Proactive committed leadership and individual accountability for health and safety
- Employee engagement
- Training and competence in safe work practices and procedures
- Assurance assessments and reviews
- estigation of health and safety incidents and the im ntation of lessons
- Integration of health and safety into all aspects of the business
- Cheniere's commitment to a robust Safety Culture and Committed Leadership is supported through the following key programs:
- An Executive Safety Committee that sets the strategic health and safety direction for Chenies. It is chaired by a member of our senior leadership with attendance of other senior leaders, including the Chief Executive Officer. Representatives from our assets and office locations serve on the Committee.
- Asset location and Office Safety Committees that are chaired by and include Company employees. These Committees seek to deliver on safety practices and promote safety culture through locally established programs.
- Cheniere utilizes a risk-based approach that establishes the processes through which health and safety excellence is delivered, and it defines the standards and procedures to enable delivery of critical processes, in a consistent approach.
- termes use submatus and projects can effective to ensure termers y to citical processes, in a consistent approach. To ensure that our other projects can effectively inplement staticity processes relevant to their roles at Cheniere, we maintain a robust training program. It ensures compliance with all safety regulatory requirements while establishing the competency and training meets to deliver on the halth and states processes.

Governance and assurance programs are also in place which define the safety performance metrics and verification processes that are used to assess the effectiveness of the health and safety programs. In addition, these programe enable a proactive approach to adject hrough the collision and analysis of the safety performance metrics and determination of health and safety trends. An assurance process verifies that implemented programs are value-added, effective and meeting or exceeding the health and safety metrics.

Cheniere has established processes to share lessons learned and promote continuous improvement in syste meeting our commitment to our core value of safety. The Health and Safety Policy is reviewed annually to ensure relevance, sustainability, and to adopt any changes to further enhance



Our core values guide our approach to environmental stewardship: We are committed to preserving quality of the environment for future generations as we find and produce oil and natural gas, and we mon and report on how our investments its environmental stewardship are reducing our environmental impact.

- we use cut our our emissions intensity by 2020 over the last three years.
   In 2018, we published our first climate change report that reviewed Devon's portfolio in light of various carbon-constrained demand scenarios.
   We have ediminated the use of fresh water for steam generation in our SAGD heavy oil operations.
   For our operations in the Delaware Sain, more than 80% of water use is reused water.
   We have reused 21 million barrels or dwater in southeast New Mexico alone in the last four years.
   In 2018, we only lost 0.0021% of barrels produced and continued our four-year trend of reducing the number of barrels of oil spilled.

- We have developed and implemented an environmental risk indicator that tracks leading and lagging indicators of our environmental performance every month.
- We have reported our greenhouse gas (GHG) emission reductions efforts to the CDP Climate Change Report for the past 14 years, and more recently our water conservation and protection investments to the CDP Water Report.

Commitment Runs Deep

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# V

# GATX CORPORATION

We seek to improve the energy efficiency of our raice maintenance facilities, offces, and vessels by investing in key facility enhancements, engaging employees, and incorporating sustainability principles into our operations.

Operations. We strive to efficiently utilize water by seeking opportunities to reduce consumption and recycle water used by our raicar maintenance facilities, offices, and vessels.

and vessels. Our American Steamship Company subsidiary continues to partner with experts in the public and private sector to develop and test new technology to achieve higher levels of purity in ballast water with the goal of eliminating non-native species from the ballist water of Great Lakes vessels.

Vesses. We collaborate with our waste management vendors to reduce waste we send to landfills by identifying recycling opportunities and to ensure that the waste we produce is treated or disposed of in a sate and responsible manner.

and responsible manner. We are committed to maintaining compliance with air quality standards at raicar maintenance facilities and on vessels by monitoring emissions, using control technology to capture and reduce emissions, and identifying opportunities to techter reduce emissions by

her reduce emissions by roving efficiency or

2018 Key Initiatives and Accomplishments

Environment Safety

Safety
CATV was the fast U.S. raikar and the second sec

Consequences and a set of the set

mobile classroom is a 33,500-galion tank car outfitted with a variety of fittings, coatings and configurations. Since 1993,

and configurations. Since 1990, the TankTrainer has provided a one-of-a-kind learning experience to thousands of employees, customers, rail and yard workers, first responders and others.

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Social

We encourage diversity and inclusiveness in our workforce, and our policies and programs are designed to provide fair treatment of all employees.

Configuration of a chapaced. Our operations worldwide are consistent with internationally recognized principles regarding human rights, including the United Nations Universal Declaration of Human Rights and Global Compact.

GATX is proud to be the largest single corporate donor in the history of Make-A-Wish Illinois, In 2018, we were the largest corporate donor to Make-A-Wish Illinois for the sixth year in a row.

year in a row. In 2018, we continued our support of the Big Shoulders Fund's Parose Program by adopting two public schools in Chicago and offering our employees the opportunity to volunteer hours, guidance, tudoring, and much needed funding to heip those inner-city terms are used on the school of the terms and the school of the school terms.

term.
We invest in the training and development of our employe by offering them resources as as tution reimbursement, professional development courses, and certification programs for maintenance personnel to enable career progression through higher skilled roles.

skilled roke.

 Our Compliance Department manages a robust compliance program intended to provide our employees with meaningful resources, training, and communication to assist them in doing their jobs in an ethical manner, while empowering them to raise questions and concerns.

to raise questions and co without fear of retaliation.

KANSAS CITY SOUTHERN	KANSAS	CITY	SOU	THE	RN
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# KANSAS CITY SOUTHERN

In addition to the sustainability and responsibility information provided herein, KCS publishes an annual sustainability report, prepared in accordance with the Global Reporting Initiative (GRI) Standards.

# 2018 Sustainability & Responsibility Highlights

# Environmental:

- Rail transportation is the most energy efficient way to move freight over land. In 2018, KCS moved
  each ton of freight approximately 370 miles on average on only one gallon of fuel.
- KCS provides a carbon calculator to its customers on its website to estimate the greenhouse gas
  emission savings potential associated with shipping by rail vs. truck.
- To optimize our fuel efficiency, KCS' fuel conservation team drives fuel conservation and efficiency initiatives by:
  - Implementing strategies to improve fuel efficiency, including multiple fuel saving technologies in our locomotives
  - Forecasting fuel consumption and providing monthly goals and reports with recommendations
  - · Analyzing fuel burn and efficiency data to identify opportunities and trends Managing vendor and program compliance
- In 2018, we achieved a reduction of 9.4 million gallons of diesel fuel, or 6.5%, as a direct result of fuel conservation and efficiency initiatives. By reducing the footprint of our primary Wyandotte data center, we reduced electricity consumption by 44% from prior year at that location.

# Safety:

- · The KCS Health, Safety, Security & Environmental Management System covers 100% of
- KCS has been a Responsible Care Partner since 1999.
- In 2018, Positive Train Control (PTC), an advanced system designed to automatically stop a train before certain incidents occur, was successfully installed on required track segments and equipment in the U.S. This system is designed to prevent: Train-to-train collisions
  - · Derailments caused by excessive train speed
  - Train movements through misaligned track switches
  - Unauthorized train entry into work zones
- In 2018, we conducted hazmat training with approximately 390 local community first responders
- - 89% of US and Mexico employee engagement and satisfaction survey respondents would recommend KCS as a good place to work. · We offer competitive health, savings and leave benefits for all employees
  - In 2018, KCS revised its Non-Discrimination and Anti-Harassment Policy to strengthen our policy on providing a "work environment free from all forms of discrimination and harassment."
  - In 2018, 54% of KCS's non-union new hires in the U.S. were women and people of color.

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2019 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

# 16 GATX CORPORATION - 2019 Proxy Statement

# NASDAQ, INC.

# "To be the best organization possible, we have remained committed to one of our most important strengths: our diverse and inclusive corporate culture." ADENA T. FRIEDMAN President & CEO, Nasdao Social Initiatives The key components of our social initiatives include our people practices (human capital management), our safety and security standards and our Nasdaq GoodWorks corporate responsibility program. Our People Practices (Human Capital Management) W Proput Practices (munial capital Management) Attracting, developing, and motivating the best people is critical to Nastan's success, and therefore fostering a compelling and differentiated organizational culture is fundamental to the execution of our long-term growth strategy. or our long-term growth strategy. A Masdaq, we extrice to provide an inspiring, impactful and dynamic experience to all of our employees. We invest in our employees to ensure we remain an employer of choice and to inspire leadership, creativity, execution and personal growth. In our daily work, we value and revert client forcs, integrity, collaboration, expertise and accountability, and we reinforce these values by embedding them in our programs, policies and processes. Our programs, poincies and processes. The Board and Management Compensation Committee regularly engage with the senior leadership team and People@Nasdaq group across a broad range of people and culture topics. Our Safety and Security Standards Annually, we review our business continuity policies to ensure the safety of our employees, facilities and critical business functions in case of natural disasters and unforeseen events. In September 2018, Nasdag opened the Facility Security Operations Center, which monitors critical systems and worldwide events to improve situational awareness of breaking news that may have an impact upon Nasdag employees. We use the LiveSafe mobile application, whereby Nasdaq ca

- immediately contact employees around the world, notify them of a crisis event, check on their well-being and provide prompt guidance and services to help ensure their safety.
- · We offer identity theft protection as a benefit to employees and

# CORPORATE RESPONSIBILITY

For more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and respon while creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEGas.c SAFETY AND HEALTH

ONE GAS, INC.

The safety of our employees, our customers and the communities where we operate is at the forefront of each business decision we make. By monitoring the integrity of our sates and promoting the safety and health of our employees, customers and communities, we are investing in the long-term satisfashiptify of our businesse.

A adutantial part of our workforce is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mispate those risks through training, appropriate engineering corrotic, work procedures and other specific safety and work the programs. Relation genetic additional groups or attering roleet rates is importing, they are not focused on pro-statistics. Low incident rates alone cannot prevent a large-calar incident, which is why we continue to focus on enhancing our preventive safety and why we continue to focus on enhancing our preventive safety and the session that others.

# 2018 Safety and Health Performance Updates and Highlights Since 2013 we have experienced a 57% reduction in our TRIR

- Since 2013 strains and sprains, our most prevalent type of injury, has declined by 85%
- Since 2013 we have experienced a 75% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVIB

# ENVIRONMENTAL PERFORMANCE

# 2018 Env

- 8 Environmental Updates and Highlights We retried or replaced approximately 430 miles of distribution and transmission facilities in 2018, including 21 miles of cast iron pipe, which will result in discussed emissions of methane. We have a total of four miles of cast iron pipe remaining to be replaced, which we have committed to replace by the end of 2019.
- twee committee to replace by the emot of 2019.
  In 2018, contrast principal by the emotion of 2019.
  In 2018, contrast principal by the emotion of 2014 and the Austin and Rio Grande Valley Conservation Programs in Texas combined to issue more than 122,750 relates totaling approximately \$17 million through energy-efficiency and conservation programs that offered customers tetabates totaling approximate and emoty-efficiency total conservation programs that offered customers tetabates totaling approximate and emoty-efficiency total conservation programs that offered customers tetabates totaling approximate and emoty-efficiency and constraints.
  We continue to be a partner in the EPX Network Gas EXAP Program earch teta EPX Networks and approximate to voltativity reduce greenbace gas reministric. We enterget profing and 100 and 2018 performance to the EPX. We exceeded our goal by achieving an overall replacement rate between 6 and 7 percent in both 2017 and 2016.

# COMMUNITY INVESTMENT

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

we accomplish this in a number of ways, including grants from the OHE Gas Foundation, corporate sponsority or pro-community volunteer efforts. Finany foca areas for our community investments are education, health and human services, art and outbur environmental taiwanking and community incriment. We give grants/incrimenter taiwanking and and programs and to health and human services, art and outbur organizations, particularly those with programs that help people become self-sufficient.

# 2018 Co

18 Community Investment Updates and Highlights In 2018, we contributed approximately \$21. million to nonprofit organizations through the DNE Gas Foundation and corporat spontoschips, and our employees volunteered more than 9,500 hours in our communities.

ONE Gas, Inc. Notice of 2019 Annual Meeting of Shareholders and Proxy St

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# **Corporate Sustainability**

ONEOK is engaged in the natural gas gathering and processing, natural gas liquids and natural gas pipelines businesses. As a major operator of midstream assets, we have maintained our focus on our whorlders and our mission to operate in a safe, reliable and environmentally sustainable manner. As we grown our business and oxpanded our operational footprint over the last several years, we also have strengthered our committenet to improve our companywide environmental, sately and health (FESHT) and the heat of the safe of the performance.

r additional information on our ESH performance and related matters, please review our 2017 Corporate Sustainability, Environmental, Social and Governance ("ESG") report on our websit www.ONEOK.com, the contents of which are expressly not incorporated herein by this referer

# ENVIRONMENT, SAFETY AND HEALTH SAFETY AND HEALTH

COMMITMENT
Or goal is to aways operate our assets safely, efficiently and emain ormentable reproposally. As our business were reain convertights to to our OHCEN values and lenging our books were reain convertights to the OHCEN values and lenging our books were reain convertights to the OHCEN values and lenging our books were reain convertights were raids. By motioning the integrity of our assets and promoting the to and VHCEN values and lenging our books were reain convertights and were and the our realistic to particular the our realistic to a business realistics.

We are committed to pursuing a zero-incident culture by con-tinuously working toward mitigating risk and eliminating incidents that may harm our employees, contractors, the public and the envi-- we user is our employees, contractors, the public and the environment. To meet corporate and operating ESH expectations, all employees and contractors must demonstrate a commitment to the following:

all emplo all employees have the responsibility and ability to control operat-ing exposures that may cause an incident, even if it means stop-

ping work; all levels of management and all employees must have personal involvement and commitment to ESH management and com-

all employees have the responsibility to report, or elevate to the

all entropyces have the responsability to report, or elevate to the proper level in the organization, potential ESH compliance risks, incidents and near misses; protection of human health, safety and the environment is a top priority, no matter how urgent the job, project or commercial interests; and

interess; and all employees and contractors are responsible and accountable for understanding and complying with all laws, regulations, per-mits, requirements and procedures related to their roles and responsibilities, including those associated with ESH.

We continuously assess the risks our employees face in their and we work to mitigate those risks through training, appropr and ve work to mitigate those risks through training, appropriate engineering controls, novik procedures and improvement seately and health programs. Reducing incidents and improving our satisfu-cident rates is another to bound only on statisfica. Low incident rates above cannot prevent a large-scale incident, which is servity executions to boose an enhancing out SBM mitigatement present and prevent a large-scale incident, micking central distributions and knowledge a barry.

Takoney ochridi userilizationi an unoversige starting. We have an ESH Lacentrip Committee which provides vision, leadership, direction and oversight for our ESH programs, proc-seese and management systems. This committee consists of service leadership impresentatives from different business segments, as well as our ESH segret program. The committee has several responsibilities including:

Promoting and advocating expectations for ESH excellence

Honoting and abocating expectations for Esrie accelence across our organization; Supporting broad communication of ESH policies, standards, goals and objectives and promoting their consistent application throughout our company, and Overseeing the regulatory landscape with respect to changing ESH expectations and requirements.

2019 Proxy Statement -

# tractor Safety ect and require our contractors to maintain the same high rformance standards we ask of our employees.

we use third-party contractors to assist in the co

se we use third-party contractors to assist in the con-on, operation and mainternance of our facilities and assess, other management is an important element of our ESH man-nit system. As part of the management system, we have shed contractor qualification, selection and relemiton orbita-ied to attract the most qualified companies. Each company mintox with is responsible for providing resonnel who are parallely screeneed, trained, qualified and are able to perform ed duties related to all ESH policies and procedures. Once ed, contractors are monitored periodically to ensure they are no our ESH expectations.

regio construction projects team continues to utilize our Safety rang for ONEON Mayo Projects (STOMP) safety ioo, which is seen to capture and monitor our contrainance TSM performan-STOMP assists as and contrast employees in the prevention disc, equivation (stoppe, environmental trapications) teach and the torontils and requirements of reporting inclusions, which thereafter and requirements of reporting inclusions, menting commonline accions and betting weeks easy, which prevent and reduce incidents and their consequences.

we an effective contractor safety program enhances our by assisting contractors with systematically identifying and ig anticipated hazards and establishing controls in advance ing anticipate

# et Integrity and Reliability Management

rays our goal to ensure we operate our assets safely, reliably an environmentally sustainable manner. ne environmentally autiliable marker. Safety and Health Highlights being in the ability of an asset to perform is required fun-ticities) and efficiently while abio protecting those the tails and corr lucities and the environment. We marker in marker the transformation of the adults while continue to entrimine and the environment. We includent rates the total record-tion to the adult of the environment. We includent rates the total record-tion to the adult of the environment. We includent rates the total record-tion to the adult of the environment. We includent rates the total record-tion to the environment of the environment of the environment which add the environment of the environment of the environment which add the environment of the environment of the environment which add the environment of the environment of the environment which add the environment of the environment of the environment which add the environment of the environment of the environment which add the environment of the environment which add the environment of the environment of the environment which add the envi nal capabilities

any of our assets are regulated by local, state and federal ry or use assensa site regularisation of poccas, state and fielderal (our activities are not limited to compliance, Asset integrity is many ways, and our programs and people are dedicated to the expectations of each of our key stakeholders, including intell regulatory agencies, the communities in which we oper-wanes, our customers, our employees and investors. ility Integrity. Our risk-based inspection program is a data-neive engineering analysis using information from design, struction, operation and inspection processes to ensure fixed ment is appropriately maintained, its current condition is n, and it is operated within safe limits.

Pletine Integrity. Our pipeline integrity management prog has been dweloped to meet or execued state and leaders in they requirements to proprise safety and a lumber strengt to participation in inclustry-well program improvement hills the program provide safetime for identification of high co-sequence areas and threats specific to individual pipeline is metric. Appropriate proceedings with the provent mitigation achieties are selected and schedule table to an e.o. in integrity-match impaction match and a col integrity-metric impaction.

Reservoirs, mined salt caverns and mined rock caverns are used to store natural gas, natural gas liquids and certain refined products willhin a regulatory and inclustry appropriate framework. This speci-alized, technical field depends heavily on inclustry beat practices, experienced practitioners and rigorous documentation and record-teration.

# Short-Term Incentive Safety Metric

extendibled an internal safety performance metric in 2009 that became a part of the extra-term increte-para performance offensis for all employ-ees. The Total Records housing this (FIRE) the number of Occasion for all safety and Heath Administration rolders per 20000 oxis-hours. The rolation of the parator metrics is adjusted on employable or commitment to the safe operation dura turines and to assure all behavior through our company. The 2011 they for TIRH exponented as 26 percent improvement over the previous year's actual results.

# Safety and Health Highlights

 In 2018, we achieved our best incident rates for the total recordable incident rate ("TRIR", 0.58) and days away, restricted or transferred ("DART", 0.12,")
 2018's preventable vehicle incident rate ("PVIR") of 1.11 tied our best previous rate achieved in 2013.

- Additional highlights include: Our natural gas processing and gathering segment receiv Chief Executive Officer's ESH Excellence Award for 2018.
- Chief Exécutive United's Earl Euclidean a straight awards included: 2018 natural gas processing facility awards included: Baker Plant 10 Years without a lost time accident. Maysville Stephens Plant 10 Years without a lost time acci-
- dent. Canadian Valley Plant five years without a lost time accident

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# **RESIDEO TECHNOLOGIES**



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Sustainability Highlights

V CORPORATE GOVERNANCE Our Beard of Directors is focused on integrating sustainability into our Company's long-term strategy. We are committed to operating in a sustainable manner and being a responsible corporate citizen for the benefit of our customers, investors, employees, the environment and the communities in which we operate. We focus on environmental stewardship, the health and safety of our workforce, the recruitment, development and retention of our workforce, and community engagement.

# Environmental Stewardship Health, Safety, Environment and Quality ("HSEQ") Curronimental Connection Connection of the second (HSEC) <p Our People Cur People I where increasing a component the opportunity to advance in their professional cancers through having and development programs. Further training for certain positions includes leadership development and management sails for individuals to progress within . Our part of Directors and exception to support our employees' health and overall well-being. Our Board of Directors and exception velocities for preventive care and is designed to support our employees' health and overall well-being. Our Board of Directors and exception well-being, team is committed to enhancing diversity at TETRA Diversity Committee, which is located on promoting gender diversity and inclusion in our workforce and workplace. Our board recognizes the benefit and value of diverse perspectives and experience and in the value of the second or promoting service members and valerants lead successful lives after their millar service and have a millitary hire initiative that is declared to welcoming more weterant into car company. Communities We are communities where we operate and citizen in the communities where we operate and our employees listification. We engage in plainthropic activity community relationships and enhancing employee satification and engagement. Primary focus areas for our community investment and health, ductation, and community investment and the listification and engagement. Association and CASA Child Advocates of Montgomery County. Teass and provide numerous opportunities for our employees to participate in activities to support these organizations. We also activities to support these organizations. We also large school students. veterans into our company 2019 Proxy Statement TETRA Technologies, Inc. | 19

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

As we fulfill the Company's overall purpose of continuously satisfying the world's ever-evolving demand for technology, we also remain committed to being a responsible corporate citizen. Our commitment to ESG matters contribute to our designation as one of Fortune magarine's World's Most Admired Companies' for 10 consecutive years. The programs described below are consistent with our shared values of integrity. Excellence, Accountability, Collaboration and inclusion.

# Environmental

We recognize that a healthy environment and safe workplaces are critical to our business, strategy, society, and people. We address environmental issues in an integrated manner to encompass protoction of the environment as well as colleague health and safety. The environmental, health and safety ("EHS") systems, processes and tools in place across our footprint enable us to meet or exceed performance. Notable Environmenta/EHS highlights include:

- We seek to reduce waste and increase energy efficiency across our footprint. Energy efficiency efforts include: a LEED-certified San Antonio facility, selective installation and retrofitting of LED lighting at logistics centers and large offices, solar panel installation at one of our main offices, and expanded recycling programs for pallets, cardboard, batteries and electronics.
- We maintain certification to ISO 9001:2015 (Quality Management Systems) for all of our logistics centers in the U.S., and most of our logistics centers in Europe, as well as ISO 14001/2015 (Environmental Management Systems) for our facilities in Georgia Spain, Sweden and Singapore. In addition, our facility in Ohio has earned OHSAS 1801:2017 Health Safety Management Systems Certified.
- Risk reduction through implementation of our Injury and Illness Prevention Program, as well as enhanced safety training and new safety software programs across our footprint.
- A focus on leading indicators of safety performance, such as behaviors and minor incidents, enables us to drive continuous improvement, which is important for sustaining our corporate culture and reducing risk.

# Social

The Company is proud to be recognized as a great place to work, a leader in the promotion and practice of diversity and inclusion; and an involved, positive member of the local communities where we live and work. We take a holistic approach to our social strategy, striving to create a culture where talented people want to come to work, develop their careers, become leaders, and make a difference for all our stakeholders and communities. Notable social highlights include:

- We have long engaged in supporting workforce diversity and formally established an Office of Diversity and Inclusion in 2014. We believe that diversity and inclusion ("D&T) in our global workforce produces more innovative results and provides a competitive advantage.
- We are focused on driving continuous improvement in the diversity of our senior leadership ranks. We require that for all positions of vice president and above, at least one woman and one ethnic minority must be interviewed for openings in the U.S., and at least one woman for openings outside of the U.S.
- We have five business resource groups ("BRGs") with groups dedicated to i) empowering women; ii) supporting military veterans and their families; iii) driving recruitment, retention,

Tech Data Corporation

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# Employee Engagement

Research shows that finding and retaining talent are critical elements of an organization's ability to improve profitability, manage costs, grow by acquisition, innovate, develop new products and services, and discover new markets. Corporate cultures characterized by teamwork, pleasant working conditions, considerate treatment of employees, growth opportunities, flexible working practices, and good leadership and management practices foster employee engagement.

In this area, we see disclosures of both a) company management/employee engagement, which clearly should be a two-way street; and also b) company and/or employee engagement with the communities they impact and operate within. Each can involve a range of tactics and measurements.

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# DANAHER CORPORATION

Sustainability Following the spin-off of Danabar's Fortive Cooportion basives in 2016. Databar conducted a full austimability materially assessment, which included gathering input from doates of statistications, hardwarding our program against our peers, proteining our from sense and developing a clear transversion to gate our future efforts. As a result of this effort, there key plints now undergine Danahar's sustainability program, reflecting what we believe are the most critical areas where our strategy and sustainability goals intersect:

 Innovation. This piller addresses the direct contributions Damker makes each day to advancing health and safely around the work. Damker's products and envices help (fill disease, protect water and is quality, and improve access to healthcare in underserved areas. Davahar's research and development spending as a percentage of assess area 25% in 2018 and and the end of 2018 Danaher held approximately 14,000 patents workdwide, underscoring our commitment to innovation.

Innovations—our people. Our programs and initiatives that advance our associate' safety, professional ambitions and people. Our programs and initiatives that advance our associate' safety, professional commitment to those who truly define our company. In 2016, 32% for our employees participated in our annual Reflexing our continual commitment on identity and inducine, we've trained more than 3.000 managers globally on how to build inclusive and devene teams and leaders, and in 2016 of the fifth year in a row the Human Rights Campaign ramed Dankine on of the: See Xipes Lines Xipes Li

 Environment. This pillar encompasses how we work to increase the use of sustainable materials and energy sources and reduce our carbon footprint: Our goal here is to establish Company-wide standards where it makes sense, while providing our operating companies with the flexibility to pursue environmental sustainability in ways that best fit the needs of their stakeholders. In 2010, Danaher deployed the first environmental sustainability tools in the Danaher Busines System DISS toolsit, focused on reducing energy use and waste generation.

At the Board level, **Dansher's Nominating and Governance Committee has the authority and responsibility to consider matters regarding sustainability and social responsibility, as set (orth in the committee's danter. At the management level, Danther's dantion discribed and General Counsel, who reports directly to ort CEO, has general oversight responsibility with respect to matters of sustainability and social responsibility, and is responsible for reviewing and approving Danther's sustainability reports.** 

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



DANAHER 2019 PROXY STATEMENT

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# INVESCO LTD.

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# best places to work in asse management in 2018 by Pensions and Investments perspectives. Our company provides equal opp To measure our progress in a number of areas and provide input that helps us further strengthen our culture, Invesco conducts regular infernal surves to measure and monitor employee engagement. The most recent results in 2017 showed continued high levels of employee engagement exceeding the "global high enforming organization" inorm, a relevant benchmark provided by our employee survey provider, Wills Towers Watson. In 2017, the drivers of engagement included employees perspectives regarding divisits and values at the company, the company strategy and direction, and the degree to which employees feel empowered and involved in decisions. Cyber Searchiv At stress when cyber threats are considered one of the most significant risks facing financial institutions, we continue to invest in our security capabilities to keep clerks, sendyoes, and critical assets safe, while enabling asscure and realisent business. We have designated a Chief Global Security Officer and have a global security program that combines information (including optic) security, hydroid as single unbreak supported by an intelligence function that provides timely threak information. Our information security program, led by our Chief Information Security Officer, is designed to oversee and maintain all aspects of information security risk to a strain the security of the applicable statutes and regulations to identify threats, detect attacks and protect these information assess. We have an incident response program that includes periodic testing and is designed to restore business operations as quickly and as order as possible in the vent of a treach. Our Board is responsible for overseeing the global security and information security programs and holding senior management accountable for its actions. This includes understanding our basiness needs and associated risks, providing management direction, reviewing periodic reports on program effectiveness and discussing management's strategy and recommendations for managing risk. 24

# PPL CORP.

# EXECUTIVE COMPENSATION

# Maintaining a strong financial foundation

- In 2018, we entered into equity forward contracts to issue \$1.7 billion of PPL common stock to miligate U.S. tax reform impacts, strengthen future credit metrics and support our solid investment-grade credit rating.
- We increased our annualized common stock dividend 4 percent from \$1.58 to \$1.64 per share and returned more than \$1 billion to shareowners. We achieved strong returns at or near authorized levels in the regulatory jurisdictions in which we operate. We
  accomplished this through cost management, utilization of available cost recovery mechanisms and achievement
  of U.K. performance incertives.
- In the 2017/2018 regulatory year, WPD's strong performance earned £69 million in incentive revenues, which will be collected in the 2019/2020 rates.
- Det Obleckui in era zu inacutui inacuti. In Kentucky welf dei a request with the Kentucky Public Service Commission to increase revenue by a comt \$172 million at LGAE and KUI to support additional capital investments to make the grid smarter, stronger an more realisent, replace aging natural gas lines; and support additional power plant performance and reliability improvements. A decision on our request is aspected and in the second quarter d 2019.

# Engaging and developing our people

- From apprentices to lineman trainees to leaders at all levels throughout the business, we continued to invest in our employees, to develop the pipeline of future leaders and foster a culture of inclusion, creativity, innovation and continuous improvement.
- We were recognized by Forbes magazine in 2018 as not only one of America's best employers but also one of the world's best employers.
- Our Pennsylvania operations received a perfect score of 100 percent on the Human Rights Campaign Foundation's Corporate Equality Index, a national benchmarking survey and report on corporate policies and practices relating to lesbian, gay, bisexual and transgender workplace.
- Our Pennsylvania operations were recognized as a 2018 Best Place to Work for Disability inclusion on the Disability Equality Indux<sup>®</sup>, a national benchmarking tool that rates companies on their disability inclusion policies and practices.

# How We Align PPL's Compensation Program with Performance

How We Align PPL's Compensation Program with Performance For 2016, performance based compensation for the NEOs was primary based on (1) our earnings per share from ongoing operations as adjusted for compensation puppose, (2) comprate has basines agenerat a adjusted for compensation puppose, (3) comprate and business agenerat and adjusted for adjusted program and the adjusted for adjusted program and the adjusted for adjusted program and the adjusted program and the

To supplement our annual cash incentive awards, which measure performance based upon achievement of final goals, relative TSR and corporate ROE are used for certain equily-based awards, further aligning executives in with the long-term interests of shareowners. ROE was added as a performance unit metric in 2017 based on inv

30 PPL CORPORATION 2019 Proxy Statement

# J.P. MORGAN CHASE & CO.

# CORPORATE GOVERNANCE

Engagement with employees Our Board is committed to maintaining a strong corporate culture that instills and enhances a sense of personal accountability on the part of all of the Firm's employees.

In addition to discussions at Board meetings with senior management about these efforts, our directors participate in meetings with employees to emphasize this commitment. These meetings include employee town halls, lines of business and leadership team events, annual senior leaders' meetings and informal sessions with members of the Operating Committee and other senior leaders.

Engagement with regulators Our Board and senior leaders commit significant time meeting with regulators from the U.S. and from other countries. Frequent interaction helps us learn firsthand from regulators about matters of importance to them and their expectations of us. It also gives the Board and management a forum for keeping our regulators well-informed about the Firm's performance our rformance and business practices.

Engagement with ESG stakeholders Engagement with ESO state houters We engage with numerous non-governmental organizations on a diverse range of issues that are important to communities and consumers about our business. For example, through the Chase Advisory

# Other corporate governance policies and practices

# Shareholder rights

The Firm's Certificate of Incorporation and By-laws provide shareholders with important rights, including:

The ability to call a special meeting by shareholders holding at least 20% of the outstanding shares of our common stock (net of hedges).

The ability of shareholders holding at least 20% of the outstanding shares of our common stock (net of hedges) to seek a corporate action by written consent without a meeting on terms substantially similar to the terms applicable to call special meetings.

Panel program, senior executives engage with national consumer policy groups to discuss insues related to the firm's products, oblicies, octament - facing practices, communications and public policy issues. We also engage with organizations on environmental and social issues and provide philanthropic support to a broad range of nonprofit organizations that work on issues that are important to our Firm. Management shares insights and feedback from there erabitonships and engagements with the Board, providing the Board with aluable insights to the issues that matter to our various stakeholders. This helps us understand how the Firm's products and services can better serve our stakeholders and the communities in which we operate. The Firm is committed to being transament about Nore

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

pining gainchase conveys. Engagement and transparency with our stakeholders help our irring gain useful feedback and help us improve our governance processes. Information garnered from these meetings is shared regularly with the Firm's Board of Directors and senior management.

provide state involves with important regions, including-by Proxy access, which enables eligible shareholders to include their nominees for election as directors in the Firm's proxy statement. For further information, see page 98, "Shareholder proposals and nominations for the 2020 annual meeting."

 Majority election of directors No "poison pill" in effect

 No super-majority vote requirements in our Certificate of Incorporation or By-laws The Firm's Certificate of Incorporation and By-laws are available on our website at jpmorganchase.com/ governance.

pertension. Policies and procedures for approval of related party transactions the firm has adopted a written Transactions with Related Persons Policy ("Policy", which sets forth the "min" policies and procedures for reviewing and approving transactions with related persons - basically monoclass family members and 5% abarbadies. The transactions covered by the Policy include any financial

JPMORGAN CHASE & CO. + 2019 PROXY

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# PROLOGIS, INC.

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# Prologis Social Responsibility: Community Workforce Initiative

Addressing our customers' labor pain points while supporting the communities where we do business

- Our Community Workforce Initiative ("CWI") exemplifies our approach to ESG: a program that advances our business while contributing positively to the communities in which we work and live. We are collaborating with local workforce development organizations to provide logistics job training and build a pipeline of talent to help our customers solve their workforce needs.
- We are using our scale to provide an unprecedented service to our customers and build relationships will communities and local governments to support our development processes. In doing so, we are helping underserved populations find career opportunities and boosting local economies—a win-win for all.



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# VISA INC.

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Visa understands that becoming the industry 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 fourish. We strive to achieve this through a number of forums, including estabilishing the Visa University Digital Campus to curate development and learning resources in a single platform, utilizing content specificary developed at Visa (such as Payments and Leadership Curriculum) and complemented by recognized external sources.

Through structured online learning and live curricula, we are extending the reach of these learning programs. For example, Visa leaders have designed "learning paths" that help employees identify content matching their professional development needs. Skills based learning is also being led, created and delivered through functional colleges, such as Technology and Sales. Finally, early career employees can choose from a wide array of practical subjects, such as presentation skills and time management, to set a foundation for threit increase.

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. We communicate with our employees in a number of ways, and we seek their input on a variety of subjects through our employee survey. In 2017, we received a 94 percent response rate and our scores improved across all categories.

# Diversity and Inclusion

Visa is committed to cultivating a diverse and inclusive environment that supports the development and advancement of all. We foster a feeling of connectedness in the workplace, support diversity of background experience and thought, support important initiatives like Equal Pay and actively work to eliminate unconscious biases that hold us all back.

# WELLS FARGO

# ate Citizen

# **Contributions to Our Communities**

The following are ways that we give back to our communities through philanthropy, community outreach and volunteerism Philanthropy

The long-term success and realisincy of our communities, and our business, depend on our ability to collaborate create sustainable solutions that meet local needs. We work with a range of dateholders to promote inclusive economic opportunities, expand access to financial products and senses, increase financial capability, and improve financial stability in underserved and diverse communities, are areange, fittroyal our Realisent Communities grant program, a collaboration with the Hatomar Fina and wildiare Foundation, we are helping theorem for white the stability in underserved and diverse for whittand, and nexcer from natural disasters. In 216 we chosed more denivers from financial disasters, In 216 we chosed more deniversent appropriate and supporting clean technology innovation and entegreneurs.

We know that our long-term success is directly linked to the success of our customers and the communities we serve. In 2018, term members collectively pledged a total of \$75 3 million during Wells Fargo's internal Community Support Campaign, which aims to this communities and help take on the challenges they face.

Largest Workplace Giving Campaign (U.S.) (2019, 10th consecutive year) United Way Worldwide

Philanthropy Plays a critical role in our corporate cash giver in the U.S. and the top francula institution in the Chonele of Philanthropy plays a critical role in our corporate diterative glassies. The Chonele of Philanthropy based on 2017 data, in 2019, we increase the lange 2017 of our ather say points for corporate will targed 2017 of our ather say points for corporate and target communities. Wells and a corporate of card aportament points are all target of the corporate the community saves infordable housing, small basinesses growth, equily and economic inclusion, execution, and minimizing the impacts of climate change.

# Community Outreach

Ve collaborate with a wide range of nonprofits and community organizations to stabilize and strengthen low-do-moderate income neightorhoods, as well as address global social, economic, and environmental challenges. These are just a few of the areas we supp through our community outreach and grant programs: Sustainable home ownership and affordable housing

- Disaster relief, resiliency, and rebuilding
- Military and veterans
- Financial education and capability
- Education
- Clean technology and innovation

# Team Member Volunteerism and Giving

Constructions of votimizerisal full Giving Our success as a company is the result of the care and compassion of our team members who bring our culture to life each day, our team members generously volunteered more than 2 million hours in their communities in 2018, making these communities stronge for veryone and improving lines. Team members across the U.S. volunteered at a number of organizations, including tools schools, animal shelters, and food partries, to name a few. a few

# Select Awards and Recognition

50 Perfect Score 100 corporate Equality Index (2018, 15th year) Human Rights Campaign Top 50

# A-CDP (2018) S&P 500 Climate Performance Leadership Index and Climate Disclosure

10 Wells Fargo & Company

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# Human Capital Management

# and Investing in our Team Members

ployer of choice – a place where people feel included, valued, and supported, everyone is it is a team. We want our team members to have an emotional connection and commitment to everyone to feel supported to do work that energizes them. And we want everyone to support – and , or concustence, and commitment

ck has been essential in helping enhance our culture and improve the team member experience. shared their voices in a number of ways, including surveys, town halls, and two-way dialogue on our rolated metric relations.

# per Listening Program

ng program monitors team member engagement and experience and includes collecting feedback through puble surveys, focus groups, company-wide assessments and surveys, and confidential exit s. The following are among the many ways that enable team members to voice their opinions and us the to continue to rebuild trust with our team members.

sam member experience survey in 2018 – A new annual opportunity for team members to share rking for Wells Fargo uttue assessment survey in 2017 – Assessment of both the positive attributes and potential § Company's cutture

I concern y source – CEO Timothy J. Sean increased his town hall forums with team members from quarterly to six different West Farge markets, and increased the length of each town half from an hour to 80 each easiest, which are tolewised internally and level-teamed to computer, MK. Schan shares immittees and is pixed by members of the Operating Committee and other serior executives to requestion line from the local address and via via de from a for ear the Company. MK Schan Stares to the local address and via via de from a for ear the Company of the View of

equasitions five from the local autoinnos and via video from all over the Company economic of the lateram members were to submit latera and ofter suggestions. Coordinators daily and assign them to appropriate arress within Weller Fargo for evaluation and disposition themes estimaters. Under Surveys a constraint of the submit latera and the suggestions and dom sample of team members from across the organization to gauge team member seriement as a place to work and build a career, leadership that and accustability intermet with convene focus groups of team members to provide feedback and input on specific topics such process are career and the submit of the process the Company in 2017, exit surveys help us gain a deeper understanding of why we chosen to baine Wells Pargo and identify ways to make surve we provide a more consistent and conventioned to the company in 2017.

Curr executives have traveled across the country on "listening tours" to meet in-person with team members to listen to their views, suggestions, and concerns

ve chats – Our senior leaders periodically join "live" chats to interact with team members and sessions nternal social - Team members are welcome to join Team Moments groups to post and comment

Is Fargo intranet) articles/news comments - Team members have the ability to post co cles and news that are posted on the Teamworks intranet cles and news that are posted on the 1 earmworks intranet in 2017 – Gathered team member feedback on various benefits, compensation, career work-life programs. The survey results help to make sure that our benefits programs are aluable and support team members' and their families' overall well-being

rity survey in 2016 – Assessment of perceptions of overall commitment to our Vision and Values, ur ethics and integrity policies and procedures 2019 Proxy Statement 65

Total of 3 pages in section



obs, spending time on the right things, leading well, feeling good about th nd learning new skills, they are able to do what is right for customers. Thi 's \$300 million annual investment in team member learning and develop desrihip and professional development, early talent programs, and tuition

ng their own development. Underlying our approach is a belief that everyone is is not the exclusive domain of service sexutives. Al learn members have access to effortings auto a structure laiv, vital, and edip-aced courses and sogramm. Innore called Develop, which mebles them to baid individual development gains to be provide a wide any of learning and development solations that help team appenences, coaching, feedback, and taining, In 2019, was an implementing a new Develop/out, hat wide in much more succentric.

sam members, including these in bank branches and call centers. m members include a dedicated Learning and Development site that includes vanches. In 2018, we launched – primarily for new hires and those new to their and Learning website that places avaious training resources from multiple lines.

nager Excellence learning program was introduced in 2018 to provide new inderstanding of what is expected and the tools and resources available to them hat managers can focus on building high-performing and engaged teams. The including:

with peers







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