



8<sup>TH</sup> EDITION

# Guide to Effective Proxies

Design with a purpose

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

Online mini-guide:  
Environmental, Social & Governance (ESG) disclosures

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# Introduction

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## DFIN pre-releases the ESG/HCM sections of its full “Guide to Effective Proxies”

Interest on the part of a broad range of investors and other stakeholders in Environmental, Social & Governance (ESG) issues, Corporate Social Responsibility (CSR), and company sustainability continues to intensify. Similarly, Human Capital Management (HCM) increasingly is considered a significant driver of company value and success.

COVID-19 and its aftermath continue to shine a spotlight on certain of these issues. Depending on a company’s sector and business model, these include employee health and safety, supply chain and effective board oversight.

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 seek decision-useful, quantitative information on ESG elements that are material for a given company, and for evidence of board-level governance over this process.

An increasing number of investors include ESG performance as a factor in their investment selection process. They may conclude that companies not telling this story directly may not have a good story to tell.

In response to this interest, an increasing number of companies are providing detailed CSR, CR, or Sustainability reports or information on their websites. Companies also are incorporating highlights of this content in their proxies.

Interestingly, these disclosures tend to evolve rapidly over time, as companies progress along their “sustainability journey”. For some companies, the first step might be discussing board oversight of this process. Year two might feature disclosure of identified “ESG risks and opportunities”. Year three might then include “ESG performance metrics” — how is the company progressing on achieving these ESG opportunities.

At this point, there is no “right or wrong”, other perhaps than doing — and disclosing — nothing. As with other topics in the full Guide, companies are using a range of approaches: some broad, others more detailed, some textual, and others more visual.

Location of these disclosures also varies. While most appear in the governance or risk management sections of their proxies, CEO and Board cover letters as well as Proxy Summaries also are highly visible sections that convey the significance of these issues. Highlights can also be located on the inside front and back covers of the document.

We hope that you find this ESG/HCM mini guide useful. Contact us to discuss any of these issues.

# 1. Environmental, Social & Governance

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 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 range of approaches in the topics they discuss, whether and how they include metrics, and where they locate the disclosures in the proxy.

## ACCENTURE PLC



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### CORPORATE CITIZENSHIP

Companies have an opportunity to step up and positively impact the world at a scale that makes a difference, and we use our understanding of technology and its impact to create societies that offer more opportunities to more people. To facilitate our progress and performance, the Nominating & Governance Committee oversees our position and practices on matters related to corporate social responsibility.

**OUR COMMITMENT STARTS AT THE TOP**

“We are committed to delivering value for all our stakeholders. This includes being a responsible business in how we serve our clients, which creates value in our communities and for our people. Helping our clients succeed has an impact on the millions of people they employ and the communities where we all work and live.”

Julie Sweet  
Chief Executive Officer

Together we are working to improve the lives of people around the world, now and for the next generation.

#### SHAPING RESPONSIBLE BUSINESS

We have always believed that a responsible approach to business is fundamental to success.

**Integrity.** A commitment to ethics, human rights and strong corporate governance are key elements of our business strategy that are essential for growth, give us a competitive advantage and help to safeguard our people, clients, brand and financial performance. We're proud to have been recognized among Ethisphere's World's Most Ethical Companies for 12 consecutive years.

**Sustainability.** We are committed to doing our part to protect the planet and to helping those around us pursue their environmental goals. In September 2019, we announced our commitment to using 100% renewable energy across our global office portfolio by 2023. Shifting to renewable forms of power is a critical step toward achieving the Science Based Target we set to reduce our absolute greenhouse gas emissions 11% by 2025 against our 2016 baseline.

**Supply Chain.** With a multi-billion-dollar supply chain, we have the purchasing power to drive positive change on a global scale. We work closely with our suppliers to promote shared values and advance key priorities, such as sustainability, inclusion and diversity, human rights and innovation. Our ambition is to shift the culture of buying both inside and outside our company, while generating long-term value for our clients, our suppliers and our communities.

#### INNOVATING FOR SOCIETY

Through the ingenuity of our people, our technology expertise and a broad ecosystem of partners, we innovate at a scale that helps address significant social issues.

**Technology & Society.** We are using the power of new technologies to address a variety of complex societal challenges in areas such as health, human rights, inclusion and environmental sustainability. Through these technologies, we can create solutions that make a positive, lasting impact for people and communities in ways that were not previously possible.

**Skills to Succeed.** Through our Skills to Succeed initiative, we are addressing—at scale—the global need for skills that open doors to employment and economic opportunity, continually evolving our programs to focus on relevant skills. To date, with our strategic partners, we have equipped more than 2.8 million people with the skills to get a job or build a business, and in 2018 we committed more than US\$200 million over the next three years to help equip people around the world with job skills for the digital age.

**Social Innovators.** Inspired by the difference that our people around the world are making, we are centralizing how we use innovation to tackle a number of challenging issues. This company-wide initiative brings our innovators together in a virtual community to learn best practices, to create global events and design competitions and to share ideas and success stories with colleagues around the globe.

Our annual Corporate Citizenship Report explores our goals, progress and performance across our global operations and serves as our Communication on Progress to the United Nations Global Compact. View our most recent report at <https://www.accenture.com/corporatecitizenship>.

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## ALCOA CORPORATION



2020 PROXY STATEMENT

Proxy Summary (continued)

Alignment with Stockholder Interests	
<b>Clawback and Anti-Hedging and Pledging Policies</b>	<ul style="list-style-type: none"> <li>Our clawback policy permits the Company to recoup certain compensation payments in the event of a significant restatement of financial results or violations of the Code of Conduct or similar codes that cause significant harm to Alcoa.</li> <li>Directors, executive officers, and employees are prohibited from:               <ul style="list-style-type: none"> <li>executing short sales of Alcoa securities and derivative or speculative transactions in Alcoa securities;</li> <li>using financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) that are designed to hedge or offset any decrease in the market value of Alcoa securities; and</li> <li>holding Alcoa securities in margin accounts or pledging Alcoa securities as collateral.</li> </ul> </li> </ul>
<b>Stock Ownership</b>	<ul style="list-style-type: none"> <li>Robust stock ownership guidelines:               <ul style="list-style-type: none"> <li>The CEO and each of the other NEOs must retain equity equal in value to six-times and two- to three-times their base salaries, respectively.</li> <li>Non-employee directors must retain equity in value of at least \$750,000 until retirement.</li> </ul> </li> </ul>
<b>Sustainability</b>	<ul style="list-style-type: none"> <li>Alcoa is committed to operating sustainably.</li> <li>We established the Safety, Sustainability and Public Issues Committee to dedicate Board time and focus on sustainability, among other matters.</li> <li>We publish an annual Sustainability Report.</li> </ul>

### Corporate Responsibility

Our three core values—Act with Integrity, Operate with Excellence, Care for People—provide the foundation for our approach to corporate responsibility.

Through our stakeholder engagement practices, Alcoa Foundation and other programs at Alcoa, the Company engages with local communities and non-governmental organizations on numerous sustainability and related initiatives.

Presented below are some of the highlights of Alcoa's corporate responsibility program. You can find additional details about these and other related programs on our website at [www.alcoa.com](http://www.alcoa.com).

Act with Integrity	We are open, honest and accountable.
<b>Ethics and Compliance</b>	<ul style="list-style-type: none"> <li>Our Company-wide ethics and compliance program ensures that integrity guides our business every day and every decision we make.</li> <li>Our entire workforce is required to adhere to our ethics policies and procedures, and to comply with all applicable laws and regulations.</li> <li>We expect our suppliers to adhere to sustainability and ethical standards based on our core values through our Supplier Standards.</li> <li>We assist certain suppliers in emerging and lagging categories to improve their sustainability programs, and work with third parties to enhance supplier assessment against broader social, environmental, and governance metrics.</li> </ul>
<b>Code of Conduct and Related Policies</b>	<ul style="list-style-type: none"> <li>Alcoa's Code of Conduct and related policies (including Anti-Corruption and Human Rights policies) apply to all Company directors, officers, and employees.</li> <li>Our Code of Conduct and these policies set forth expectations regarding how we conduct business worldwide.</li> <li>Training on our Code of Conduct and other policies is required for all employees.</li> </ul>

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# ALLEGHENY TECHNOLOGIES INCORPORATED



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## SUSTAINABILITY

At ATI, we recognize that long-term excellence and profitability require sustainable practices. Sustainability can mean many things, and for ATI is an evolving and developing effort. Our core values emphasize the safety and sustainability of our products, people and the communities in which we operate, and we continually review and refine our efforts to enrich those communities, improve the health and safety of our employees, ensure the sustainability and quality of our workforce and lessen our environmental impact. The following discussion highlights some of our key sustainability initiatives and areas of current focus.

Under our short-term incentive program, the Personnel and Compensation Committee of our Board has expressly reserved the broad discretion to reduce or eliminate any annual cash incentive award that may otherwise be payable to one or more participants, including each NEO, if any facet of our financial or operational performance, especially in relation to the Committee's expectations for workplace safety, the environmental impact of our business or other aspects of our annual performance with the potential to affect the sustainability of our business, is sub-standard in the view of the Committee.

### Sustainability Report Highlights

ATI published its most recent Sustainability Report in December 2019. Recognizing that "sustainability" can mean many things, the Report provides an overview of environmental, workforce health and safety plus community sustainability efforts and achievements across our business. We also report specific environmental sustainability goals that ATI will pursue over the next 20+ years, using our 2019 results as the baseline against which we will measure our achievement. We intend to publish our report and update our stakeholders on our progress toward these goals annually.

ATI's 2019 Sustainability Report is available at [www.ATImetals.com/aboutati/Pages/sustainability-report.aspx](http://www.ATImetals.com/aboutati/Pages/sustainability-report.aspx)

All ATI operations are committed to:

- Reducing their energy intensity through conservation efforts and energy efficiency;
- Reducing greenhouse gas emissions through operational efforts, energy conservation and procurement strategies;
- Reducing consumption of water withdrawal through conservation, reuse, and equipment modification; and
- Increasing the amount of recycled materials used in our processes to eliminate waste in all phases of our manufacturing processes. Approximately 75% or more of the raw materials that ATI uses to manufacture specialty metals start from scrap material, which is either purchased or internally-generated by its own manufacturing processes.

2018 Environmental Performance Benchmarks:	2020 Goals:
<ul style="list-style-type: none"> <li>0.02GJ/ton produced energy intensity</li> <li>877,360 tons CO<sub>2</sub>e emissions</li> <li>1.12Ggallon reduced water intensity</li> <li>Approximately 75% of raw materials used to manufacture specialty metals sourced from scrap material</li> <li>Approximately 42% of ATI operations operate according to an ISO 14001 certified Environmental Management System</li> </ul>	<ul style="list-style-type: none"> <li>All facilities to be included in metrics</li> <li>All facilities ISO 14001 and 45001 certified</li> </ul>
2025 Goals:	2030 Goals:
<ul style="list-style-type: none"> <li>Reduce Energy Intensity 5%</li> <li>Reduce CO<sub>2</sub>e Emissions 5%</li> <li>Reduce Freshwater Intake 5%</li> <li>Increase Recycled Materials to 60%</li> </ul>	<ul style="list-style-type: none"> <li>Reduce Energy Intensity 7%</li> <li>Reduce CO<sub>2</sub>e Emissions 7%</li> <li>Reduce Freshwater Intake 3%</li> <li>Increase Recycled Materials to 83%</li> </ul>

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# ALLY FINANCIAL INC.



## CORPORATE SOCIAL RESPONSIBILITY

We strive to be a relentless ally for social good.

For customers, we deliver innovative products and services to give them the confidence and freedom to make positive financial choices that will help improve their own lives and the lives of those around them.

For stockholders, we are focused on increasing the fundamental value of Ally and driving long-term stockholder value.

For employees, we emphasize a working environment and company culture that embrace diverse talents and unique perspectives, where colleagues feel valued as both individuals and members of the team. Diversity and inclusion are foundational to our success as a company.

For communities where we live and work, we are dedicated to economic mobility with the aim of improving individual well-being and strengthening families and communities.

<h3>FINANCIAL IMPACT</h3> <p>~\$9.8MM</p> <p>of Ally grants, sponsorships, employee giving, and CRA efforts for 501(c)(3) organizations in 2019</p>	<h3>VOLUNTEERING</h3> <p>~33,000 HOURS</p> <p>and approximately 45% of Ally teammates gave back through volunteering to ~700 charitable organizations in 2019</p>
<h3>ECONOMIC MOBILITY</h3> <p>\$3MM</p> <p>commitment to launch our new signature economic-mobility program, Local Initiatives Support Corporation (LISC)</p>	<h3>LEADING BENEFITS</h3> <p>\$10,000</p> <p>maximum lifetime benefit for each of Ally's recently announced education-assistance programs, including (i) student-loan paydown and (ii) 529 savings contributions</p>

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# AMAZON.COM, INC.



## 2019 Global Impact Highlights

### Our Planet

Amazon announced The Climate Pledge with our co-founder Global Optimism. The Climate Pledge is a commitment to be net zero carbon by 2040, a decade ahead of the Paris Agreement. Amazon is making significant investments in renewable energy and sustainability initiatives.

- Running on 100% renewable energy by 2030.** Amazon has over 86 renewable energy projects, including 26 utility-scale wind and solar farms and 60 solar rooftops installed on fulfillment centers and sort centers around the globe.
- Purchasing 100,000 fully electric delivery vehicles from Rivian,** the largest order ever for electric delivery vehicles. These vans are expected to save 4 million metric tons of carbon per year by 2030.
- Investing \$100 million** in nature-based climate solutions and reforestation projects, in partnership with **The Nature Conservancy**, to begin removing carbon from the atmosphere now.
- Eliminating packaging waste.** Since 2008, our Frustration Free Packaging program has saved more than 810,000 tons of packaging material and eliminated the use of 1.4 billion shipping boxes.
- Investing \$10 million in the Closed Loop Fund** to help ensure material gets back into the manufacturing supply chain. Over the next decade, Amazon's investment is expected to increase the availability of outside recycling for 3 million homes in the U.S.

**Shipping online reduces your carbon emissions**

Amazon's sustainability scientists have spent more than three years developing the models, tools, and metrics to measure our carbon footprint. Their detailed analysis has found that shipping online consistently generates less carbon than driving to a store, since a single delivery van trip can take approximately 100 roundtrip car journeys off the road on average. Our scientists developed a model to compare the carbon intensity of ordering Whole Foods Market groceries online versus driving to your nearest Whole Foods Market store. The study found that, averaged across all basket sizes, online grocery deliveries generate 43% lower carbon emissions per item compared to shopping in stores. Smaller basket sizes generate even greater carbon savings.

Our sustainability website provides comprehensive reporting on our carbon footprint and progress on our commitments. Learn more at [sustainability.aboutamazon.com](http://sustainability.aboutamazon.com).

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# AMERICAN AIRLINES GROUP INC.



## Communications with the Board and Non-Management Directors

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

American Airlines Group Inc.  
The Board of Directors  
P.O. Box 619616, MD 5675  
Dallas/Fort Worth International Airport, Texas 75261

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

## Environmental, Social and Governance Issues

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

## Governance and Approach

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

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

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

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

## Climate Change and Sustainability

The global airline industry contributes about two percent of all human-induced carbon dioxide ("CO<sub>2</sub>") emissions, and our industry's share of global emissions is projected to rise as the demand for aviation grows and other industries deploy more environmentally sustainable technologies that will not be available to the airline industry in the near term. We recognize that our industry and our Company must work to reduce our greenhouse gas ("GHG") emissions over time to do our part to limit global warming to 1.5 degrees Celsius, which is the limit advised by the Intergovernmental Panel on Climate Change.

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# AMERICAN EAGLE OUTFITTERS, INC.



PROXY STATEMENT SUMMARY

**Sustainability**

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

**Reduce Water**

- Reduce water use per jean by 30% by 2023
- Recycle 50% of our total water used in denim laundries by 2023
- Apply AEO Wastewater Management Standard to 100% of water-intensive factories, mills, and laundries by 2023

**Save Energy**

- Achieve carbon neutrality in all of AEO's owned and operated facilities (offices, stores, distribution centers) and employee business travel by 2030
- Reduce carbon emissions 40% by 2030 and 60% by 2040 in AEO's manufacturing from a 2018 base year

**Reduce & Reuse**

- Divert from landfills by collecting post-consumer apparel with a goal to increase volume every year
- Recycle 100% of pre-consumer apparel waste by 2020
- Identify opportunities for waste reduction in plastic packaging
- Reduce labeling and convert all labels to sustainably sourced materials by 2021

**Improve Materials**

- "More sustainable" raw materials by 2023
  - All cotton used in products will be 100% more sustainably sourced (We define "more sustainable" cotton as organic, recycled, or a part of the Better Cotton Initiative program)
  - Use 50% more sustainable polyester
  - Ensure that 100% of viscose is from non-entanglement forests and increased sourcing of sustainably produced viscose fibers

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

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

**Sustainability Oversight Structure**

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

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

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

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

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# AMERICAN EXPRESS COMPANY



2019 HIGHLIGHTS

**Promoting Responsible Business Practices**

**24/7**

**Serving Our Colleagues**

**100%**

**Delivering for Our Customers and Partners**

**10<sup>th</sup>**

**\$96M**

**Maintain the highest standards of ethics and integrity**

The Amex Ethics Hotline is available online and by phone for employees, contractors, vendors, suppliers and others to **raise ethical or compliance concerns**. Each colleague is personally accountable for fulfilling our Company's mission and receives Global Regulatory Learning Enterprise Essential Training.

**Foster a diverse and inclusive culture**

**score on the Human Rights Campaign's Corporate Equality Index since 2004, based on our policies and practices that support LGBTQ inclusion**

Named to **Bloomberg's Gender-Equality Index**, based on our efforts to create a work environment that supports gender equality.

**Support our colleagues' professional and personal goals**

**Weeks gender-neutral paid parental leave** for U.S.-based regular full-time and part-time salaried colleagues.

**88%** of our colleagues participated in either a personal or a professional development experience through trainings we offer.

**31%** of global colleagues had a flexible work arrangement.

**Meet the evolving needs of our customer base**

Launched the first-ever **American Express Card manufactured primarily from recovered plastic found in the oceans and on the coasts** in partnership with Parley for the Oceans.

Introduced Enhanced Authorization, a free tool that **helps Merchants drive fraud out of their digital ecosystem** by increasing approval rates for online purchases and reducing fraudulent purchases.

**Support small business growth**

**Small Business Saturday celebration**, a day we created to support local businesses.

**Make our products and services better for society**

donated from 2010 to 2019 by U.S. Card Members program to **benefit charitable causes**.

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# AMERICAN HOMES 4 RENT



ESG HIGHLIGHTS

During 2019, we continued to recognize the importance of integrating sustainability practices into our business objectives. We believe our commitment to sound environmental, social responsibility and corporate governance ("ESG") practices provides both a superior experience for our residents and employees and attractive returns for our shareholders. For 2020, all members of our senior management have bonus targets that require the achievement of ESG and community service goals. This focus on Profits, People and the Planet reflects our dedication to our shareholders, residents, employees and the environment.

**Environmental Sustainability**

We have ongoing initiatives to reduce our carbon footprint and manage waste in both our operations and development activities. During 2019, we continued to take action to reduce our carbon footprint and manage waste, including efforts to:

- Install energy efficient Energy Star appliances, LED lighting and low-flow water fixtures in our newly constructed homes and as part of our renovations of existing homes;
- Install granite countertops and hard surface flooring designed to last for years;
- Reduce leasing agent car travel and greenhouse gas emissions with our innovative "Let Yourself In" program that enables tenants to access our homes without a leasing agent;
- Reduce water consumption by installing fixtures with automatic shut off features;
- Eliminate 2.5 million sheets of paper through our paperless processes for resident applications;
- Recycle 160 laptops and copiers through the Blind Center of Nevada;
- Include tree planting design as part of our community design;
- Educate residents about energy-efficient practices through our resident newsletter; and
- Reduce greenhouse gases and drive times for our repair technicians by utilizing software to facilitate accurate diagnoses of repair needs remotely.

**Social Responsibility**

Our greatest asset is our employees. We support our employees by seeking to provide a great place to work in a diverse and inclusive environment. We invest in our employees through training and professional development.

We believe a healthy employee is an effective employee. We promote healthy habits and encourage our employees' physical and emotional well-being through various programs. Those programs include Health and Wellness Fairs, gym membership discounts and corporate challenges. We also implement policies that address occupational health and safety concerns.

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# AMGEN INC.



Corporate Governance

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management, and based on the review and discussions, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's 2020 Annual Meeting proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

**Compensation Committee of the Board of Directors**

Robert A. Eckert, Chairman  
Wanda M. Austin  
Brian J. Drucker  
Greg C. Garwood  
Fred Hassan  
Tyler Jacks

**Our Commitment to Environmental Sustainability, Social Responsibility, and Human Capital Management**

Corporate responsibility is important to Amgen since making a positive difference in the world is at the heart of what we do. As part of our mission to serve patients, we take our responsibilities seriously with respect to the areas of environmental sustainability, social responsibility and corporate governance (ESG).

ESG matters at Amgen are governed at the highest levels. Our executive leadership reports our progress to the Compliance Committee of the Board. An executive-level governance council, chaired by the Senior Vice President of Corporate Affairs, oversees the continuing evolution and enhancement of our approach to corporate responsibility and ESG. With the oversight of executive leadership, individual programmatic elements are managed at a functional level.

In addition to a commitment to ethical business practices, our ESG efforts include integrating environmentally sustainable practices throughout our business, improving patient access to medicines, promoting supplier sustainability and diversity, supporting science education for the next generation of innovators, and enhancing the diversity and inclusiveness of our workplace.

**Environmental Sustainability**

We have a long-standing commitment to reducing our impact on the environment and regularly set targets to challenge ourselves to deliver further improvements.

**Progress Toward Targets.** We are in the last year of our 2012-2020 conservation targets, which are set in areas where we can make the most progress in reducing our environmental impact and deliver value, including targets for reductions in fleet and facilities carbon, waste, and water use. In addition to being on-track to deliver on all of our targets, we are well-head of our targets to reduce our carbon and water consumption.

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## ANNALY CAPITAL MANAGEMENT, INC.



Annual Meeting"). At the same time, the Company disclosed that the Board had adopted an enhanced refreshment policy requiring that Independent Directors may not stand for re-election following the earlier of their 12<sup>th</sup> anniversary of Board service or their 73<sup>rd</sup> birthday. In extraordinary circumstances, the Board may determine that an Independent Director may stand for re-election after having reached such age or term limit for up to three additional one-year terms.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

As a responsible steward of capital, Annaly takes into account ESG factors that contribute to the Company's ability to drive positive impacts and deliver attractive risk-adjusted returns over the long term. The Company integrates ESG considerations into its overall strategy and provides information in six key areas: corporate governance, human capital, responsible investments, risk management, ethics and integrity and the environment.

<p><b>Corporate Governance</b></p> <p>Annaly is committed to maintaining robust governance practices that benefit the long-term interests of its investors.</p>	<p><b>Human Capital</b></p> <p>Annaly's people are its greatest asset and the Company is committed to promoting its employees' engagement, development and full potential.</p>	<p><b>Responsible Investments</b></p> <p>Annaly finances housing across the country and supports the vitality of local communities and the economy through its investments.</p>
<p><b>Risk Management</b></p> <p>Annaly's risk management framework is intended to facilitate a holistic, enterprise wide view of risk that supports a strong and collaborative risk management culture across the firm.</p>	<p><b>Ethics and Integrity</b></p> <p>Annaly strives to conduct its business in accordance with the highest ethical standards.</p>	<p><b>Environment</b></p> <p>Annaly promotes sustainable and environmentally friendly practices that reduce energy use, decrease waste, increase recycling and lower water consumption in the Company's daily operations.</p>

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## APPLIED MATERIALS, INC.



2020 PROXY STATEMENT SUMMARY

### Sustainability and Corporate Social Responsibility

#### Our Approach

Applied is committed to growing our business in a sustainable and socially responsible manner. We are focusing our resources and capabilities on addressing the sweeping technological challenges in the era of Artificial Intelligence and big data, and working with our customers to build a safer, more equitable and sustainable future. At the heart of Applied's values is a commitment to operate with responsibility and integrity while making a positive contribution to our industry and the world around us. To drive change and innovation, we are making investments to research and development, our operations, our supply chain and to our interactions with our local communities.

#### Sustainability and Corporate Social Responsibility Governance

Our Board and management oversee sustainability matters to foster accountability. We have established executive leadership of a company-wide strategy on environmental, social and governance (ESG) matters and reporting and focused on integrating sustainability into our operations and company culture through initiatives aligned to company strategy that address a broad set of stakeholders, including customers, employees, suppliers, governments and our local communities.

Our Environmental, Health and Safety ("EHS") organization is dedicated to maintaining a safe and healthful working environment, demonstrating environmental leadership, and meeting or exceeding regulatory compliance. The Head of EHS reports directly to the Board of Directors on a quarterly basis and provides a more in-depth environmental and sustainability update to the Audit Committee on an annual basis. We have a team fully dedicated to supporting our work in designing a culture of inclusion, and our HRCC oversees our corporate culture and human capital management programs, including our diversity and inclusion practices and initiatives. The HRCC approved ESG objectives for our annual bonus program to incentivize our leadership to improve employee safety, engagement and learning and development, to promote a culture of inclusion and to accelerate the representation of women and underrepresented minorities in our workforce. Further details and data on our sustainability and corporate social responsibility practices and accomplishments can be found in our annually published Corporate Social Responsibility Report.

We believe that investing in our people, in our communities, and in operating our business sustainably will drive long-term value for Applied and its shareholders. These three pillars, as described below, provide the framework by which we manage our key initiatives:

<p><b>Sustainability</b></p> <ul style="list-style-type: none"> <li>Conducting business in environmentally conscious, socially responsible and ethical manner while protecting the health and safety of our workers and community</li> <li>Guiding principles include designing efficient and sustainable products, pollution prevention, worker protection and ethical business practices</li> </ul>	<p><b>People</b></p> <ul style="list-style-type: none"> <li>Building a culture of inclusion with a focus on leadership, eliminating systemic barriers and fostering engagement</li> <li>Promoting ongoing career development for employees to encourage innovation and engagement</li> </ul>	<p><b>Community</b></p> <ul style="list-style-type: none"> <li>Investing financial and human resources in communities where we work and live</li> <li>Investing in education, arts and culture, civic engagement, and the environment</li> <li>Encouraging employee involvement through charitable donations and volunteer programs</li> </ul>
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Applied Materials, Inc. xi

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## ARAMARK



### Oversight of Risk Management

Aramark's management is responsible for day-to-day risk management activities. The Board, acting directly and through its committees, is responsible for the oversight of Aramark's risk management.

Our Audit Committee periodically reviews our accounting, reporting and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls and our compliance with legal and regulatory requirements. In addition, our Audit Committee reviews risks related to compliance with ethical standards, including our Business Conduct Policy, the Company's approach to enterprise risk management and operational risks, including those related to information security and system disruption. With respect to cybersecurity, the Audit Committee monitors Aramark's cybersecurity risk profile, receives periodic updates from management on all matters related to cybersecurity and reports out to the full Board. Through its regular meetings with management, including the accounting, finance, legal, information technology and internal audit functions, our Audit Committee reviews and discusses the risks related to its areas of oversight and reports to the Board with regard to its review. Our Finance Committee focuses on financial risks associated with the Company's capital structure and acquisitions and divestitures that the Company is considering. Our Compensation Committee oversees compensation-related risk management, as discussed further in this proxy statement under "Compensation Matters-Compensation Discussion and Analysis-Compensation Risk Disclosure." Our Nominating Committee oversees risks associated with board structure and other corporate governance policies and practices. Our Finance, Compensation and Nominating Committees also regularly report their findings to the Board.

Our Chief Executive Officer and other executive officers regularly report to the non-executive directors and the Audit, the Compensation, the Nominating and the Finance Committees to ensure effective and efficient oversight of our activities and to assist in proper risk management and the ongoing evaluation of management controls. In addition, the Board receives periodic detailed operating performance reviews from management. Our vice president of internal audit reports functionally and administratively to our chief financial officer and directly to the Audit Committee. We believe that the leadership structure of the Board provides appropriate risk oversight of our activities.

### Sustainability

The Board oversees and supports Aramark's sustainability goals. Aramark's new sustainability plan, Be Well. Do Well, accelerates the Company's sustainability efforts and centers on positively impacting both people and planet.

As part of this strategy, we identified priorities that align with our business objectives. Our approach is to foster growth and longevity and to create long-term stakeholder value by considering every dimension of how our Company operates - ethical, economic, and environmental. Through this plan, we strive to contribute to bettering our world by making a positive impact on people and the planet. This includes commitments to engage our employees, empower healthy consumers, support local communities, source ethically, inclusively and responsibly operate efficiently, and to effectively manage food waste, packaging, emissions and other activities that could adversely impact the environment and planet.

We are fostering a culture of purpose. One that empowers employee volunteerism, addresses food insecurity in our communities, leverages plant-forward menus to improve health and minimize our environmental footprint and scales environmental commitments and social practices. Using these objectives as guideposts, we are focused on developing solutions, approaches and commitment that align with our mission. Our core beliefs guide behavior, influence strategy and help the Company look holistically at issues that mean the most to our stakeholders.

As a global company, we connect with millions of people every day. Our size and reach affords us the opportunity to influence purchase decisions, engage consumers and minimize environmental impacts in hundreds of locations and local communities around the world. We are focused on ensuring we are operating effectively, seeking new and innovative ways to enhance our practices, and offering our expertise to thousands of clients and consumers worldwide, while making a positive impact on people and planet.



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## ARCHER-DANIELS-MIDLAND COMPANY



### Board Leadership and Oversight

Sustainability and Corporate Responsibility

### Sustainability and Corporate Responsibility

Our commitment to change and growth goes beyond our products and services. At ADM, sustainable practices and a focus on environmental responsibility are not separate from our primary business; they are integral to the work we do every day to serve customers and create value for stockholders. We have aligned our efforts with the United Nations (UN) Sustainable Development Goals which serve as a road map to achieve a better future for all. Specifically, we are focusing our efforts toward Zero Hunger, Clean Water and Sanitation, Climate Action, and Life-On Land.

Our sustainability efforts are led by our Chief Sustainability Officer, who is supported by regional sustainability teams. Sustainability-related risks are reviewed quarterly through the Enterprise Risk Management process. In 2019, our company's Board of Directors created a Sustainability and Corporate Responsibility Committee. This committee has oversight of sustainability and corporate responsibility matters. Sustainability topics are also presented to the full Board.

See the table below for additional information and highlights related to our sustainability efforts.

SUSTAINABILITY HIGHLIGHTS	
Climate Action	Clean Water and Sanitation
<ul style="list-style-type: none"> <li>We address climate change through three main pathways:                             <ul style="list-style-type: none"> <li>renewable product and process innovations, such as our carbon sequestration project in Decatur, Illinois,</li> <li>supply chain commitments, such as our Commitment to No Deforestation, and</li> <li>a strategic approach to operational excellence which emphasizes enhancing the efficiency of our production plants throughout our global operations, including through a centralized energy management team that enables us to identify and share successful programs across business or geographic regions.</li> </ul> </li> <li>See the charts below illustrating our progress toward our greenhouse gas emissions and energy intensity goals:</li> </ul>	<ul style="list-style-type: none"> <li>We aim to conserve water and improve water quality through:                             <ul style="list-style-type: none"> <li>supply chain projects specifically focusing on water conservation and improving water quality,</li> <li>water-reduction efforts and efficiency improvement projects in our own operations, which have resulted in a reduction of 2.6 billion gallons of water per year, and</li> <li>the Ceres and World Wildlife Fund AgWater Challenge, through which we have set measurable, time-bound commitments to mitigate water risks, reduce water impacts associated with key commodities, and provide support and education to growers about water stewardship practices.</li> </ul> </li> <li>See the chart below illustrating our progress toward our water-reduction goals:</li> </ul>

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**PROXY STATEMENT SUMMARY**

We are committed to strong corporate governance policies that promote the long-term interests of stockholders, strengthen Board and management accountability, and build on our environmental, social and governance leadership. The Corporate Governance section beginning on page 16 describes our governance framework, which includes the following highlights:

- ✓ Independent Lead Director
- ✓ 12 Independent Director nominees
- ✓ Demonstrated Board refreshment and diversity
- ✓ Independent Audit, Human Resources, and Corporate Governance and Nominating Committees
- ✓ Regular sessions of non-management Directors
- ✓ Annual election of Directors by majority vote
- ✓ Long-standing commitment to sustainability
- ✓ Stockholder right to call special meetings
- ✓ Clawback policy
- ✓ Proxy Access

**CORPORATE RESPONSIBILITY**

AT&T's commitment to corporate responsibility means integrating it throughout our business, including how we manage environmental, social and governance (ESG) topics. The Public Policy and Corporate Reputation Committee assists the Board in its oversight of policies related to corporate social responsibility including public policy issues affecting AT&T, its stockholders, employees, customers, and the communities in which it operates. The Corporate Responsibility section, beginning on page 30, outlines our approach to these issues. The following is a summary of key 2019 highlights in ESG:

**Environment**

We announced purchases surpassing 1.5 gigawatts of clean energy capacity, developed a Climate Change Analysis Tool, and enabled customer greenhouse gas savings approximately 2x the footprint of our operations through technology solutions. We also made significant progress toward or surpassed key 2020 operational targets on energy intensity reductions, fleet emissions reductions, and device recycling rates.

**Social**

45.4% of our U.S. employees identify as persons of color and 33.7% of global employees identify as female. We surpassed our goal to hire 20,000 veterans and their families by the end of 2020. Our 60 employee groups represent AT&T's diversity and culture of inclusion for employees of all backgrounds. Since 2008, we have committed more than \$550 million in education-centric programs. Within AT&T, we invested \$230 million in workforce training and professional development in 2019. We have key focuses on diversity and inclusion, school success, career readiness, and digital wellbeing.

**Governance**

AT&T received a score of 97.1 (out of 100) on the CPA-Zicklin Index of Corporate Political Disclosure and Accountability, earning "Investment" status. We engaged nearly 1,000 stakeholders for our 5th ESG-focused materiality assessment to help guide our strategic programming around topics they see as key including data privacy and security. We continued robust corporate responsibility reporting in alignment to the Global Reporting Initiative Standards, and in response to the CDP Climate Change survey (which aligns with the Task Force on Climate-related Financial Disclosures).

AT&T 2020 PROXY STATEMENT

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**Committed to Sustainable Development**

Sustainability is firmly entrenched in the values and principles that guide our board of directors, and respect for people, safety, communities and the environment are key priorities driving our business success. In 2018, AVANGRID incorporated the Sustainable Development Goals (SDGs) approved by the member states of the United Nations into the company's strategy and governance system. In line with this principle, AVANGRID focuses its efforts on affordable, clean energy while nurturing sustainable communities through investments in research, development and innovation. This is aligned with the company's continued stewardship for action on climate. In 2016, we pledged to reduce emissions intensity from our power plants 25% by the end of 2020, and to be 100% carbon neutral by the end of 2035, making AVANGRID the first U.S. utility to set a goal for carbon neutrality. These commitments are articulated in our sustainable development policies, which have been adopted by our board of directors and support the SDGs (available at [www.avangrid.com](http://www.avangrid.com)).

**Main Focus** **Direct** **Indirect**

**Key sustainability achievements in 2019:**

- 7.5 GW of installed renewable capacity in 22 states. Our renewables business is among the top three wind operators in the United States.
- 90% of our generation capacity in 2019 was emission free. In 2019, we achieved a carbon dioxide emissions intensity of 73.4g CO2/kWh, which is more than six times lower than the U.S. utility average.\*
- Included on Global Clean 200 list, which includes 200 global, publicly-traded firms according to the size of "clean revenue" from products & services that provide solutions for the planet.

**Key contributions to society in 2019:**

- Reduced lost-time accidents by 11% and provided ~34 hours of training per employee in 2019.
- Invested more \$3 million in grants, scholarships and matching gift programs to more than 300 organizations in 2019 through the Avangrid Foundation.

For more information about our economic, social, and environmental goals and achievements during 2019, we encourage you to read the company's Sustainability Report for 2019 (available at [www.avangrid.com](http://www.avangrid.com)).

\* As reported by the U.S. Energy Information Administration through October 2019.

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**Responsible growth**

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

At Bank of America, we are driving Responsible Growth with a strong focus on ESG leadership. This enables us to serve clients, deliver long-term value through sustainable results to our shareholders, and address some of society's greatest challenges. Our focus on ESG enables us to drive opportunities and manage risks across our company, helps us define how we mobilize our capital and resources, and informs our business practices and how and where we use our voice in support of our values. Through our commitment to ESG principles, we build trust and credibility as a company people want to work for, invest in, and do business with.

Our management-level Global ESG Committee, which is led by our Vice Chairman Anne Finucane, is comprised of senior executives from across the company who are actively engaged in managing our ESG approach and strengthening our governance. The committee engages in dialogue and debate on social and environmental issues that are material to the business, including our human capital management practices, product and service offerings, business investments, and client selection with the goal of creating a sustainable economy. The committee, which is accountable to our CEO, convenes six times a year and reports regularly to the Corporate Governance, ESG, and Sustainability Committee.

As part of these efforts, we recently established a Sustainable Markets Committee, cochaired by Vice Chairman Anne Finucane and Chief Operating Officer Tom Montag, to accelerate our progress, identify new opportunities, and build upon our work in sustainable finance including helping accelerate the transition to a low-carbon economy. Through the Sustainable Markets Committee, we are driving consistent perspective and focus on all we are doing in sustainable finance, from policy and research to the deployment of capital and development of investment products across all our business and client bases.

We engage with shareholders, consumer advocates, community advisors, and other stakeholders for their advice and guidance in shaping our policies and practices. In 2005, we founded our National Community Advisory Council, a forum made up of senior leaders from social justice, consumer advocacy, community development, environmental, research, and other advocacy organizations who solicit external perspectives, guidance and feedback on our business policies, practices, and products. This is just one of the many ways we engage globally and take into account a wide range of perspectives as we make decisions as a company.

**Doing good and doing well**

Our company is proud to endorse the Business Roundtable's Statement on the Purpose of a Corporation (the "BRT Statement"), and our CEO's decision to sign the BRT Statement. Although the BRT Statement was issued in 2019, our business practices and strategy have long been aligned with furthering the ideals in the BRT Statement, which we believe is consistent with our commitment to delivering long-term value for our shareholders and other stakeholders through Responsible Growth. Below illustrates how Responsible Growth aligns with each pillar of the BRT Statement:

Delivering value to our customers	Investing in our employees	Dealing fairly and ethically with our suppliers	Supporting the communities in which we live	Generating long-term value for our shareholders
What would you like the power to do? At Bank of America, we ask this question every day of all those we serve. It is at the core of how we live our values, deliver our purpose and achieve Responsible Growth. Our purpose is to help make financial lives better, through the power of every connection.	Centering our commitment to drive Responsible Growth is that it must be sustainable. A key element of sustainability is being a great place to work for our employees. See page 35 for more information on our human capital management practices.	Through our Supplier Diversity & Responsible Sourcing Program, we support economic growth and development for the communities that we serve by ensuring the inclusion of diverse and U.S. small businesses in our outsourcing decisions.	Responsible Growth includes sharing success with the communities in which we operate, and a focus on ESG leadership. See page 33 for more information on how we use our ESG leadership to support our communities.	Our shareholders provide the capital that allows us to invest, grow, and innovate. In return, we are committed to Responsible Growth and delivering long-term value to our shareholders. See our 2019 Annual Report and page 1 for more information on our company's 2019 performance.

(1) 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 section are not incorporated herein and are not part of this proxy statement.

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**Proxy Statement Summary (continued)**

**Our Values**

**Biogen Elements**

Much like the periodic table of elements documents the building blocks of the universe around us, the **Biogen Elements** give shape to our company's culture and are embedded into all our people processes, including performance management, goal setting and development programs and activities. The Biogen Elements drive the behaviors, actions and decisions required to achieve our strategy and promote a unified approach to our individual jobs – strengthening our mission, informing our leadership, expanding our impact and fueling our growth.

**C | F | I | N | P | A | G | A | E**

As we remain focused on discovering, developing and delivering worldwide innovative therapies, we remain **customer focused**. We keep patients, payers and physicians front and center in our daily work and collaborate to solve critical scientific and business challenges. In doing so, we foster an **inclusive** community, both internally and externally. We work in partnership to break down silos and encourage diverse perspectives and backgrounds at all levels.

A **pioneering** spirit permeates our work. We challenge the status quo and experiment to create new possibilities. We are not afraid to take calculated risks and learn from failure. We are resilient and **agile**, adapting in response to internal changes and external disruptors, and developing solutions quickly to take advantage of emerging opportunities.

As pioneers and leaders, we hold ourselves **accountable** for our work and results. We honor our commitments and we never compromise our integrity. We sustain an **ethical** environment of trust, honesty and transparency while ensuring appropriate confidentiality.

**Environmental Sustainability**

We are committed to solving environmental challenges. We work to improve our operational impact on the environment and have adopted strong sustainability policies. We aspire to be a catalyst for positive change by addressing environmental impacts resulting from our business, including carbon and water, and by increasing the environmental and social performance of our supply chain.

As part of this commitment, we utilize a science-based approach to reduce our environmental footprint, demonstrated by our Science Based Targets Initiative-approved 2030 absolute greenhouse gas reduction target of 35%. Our practice of using science to inform our targets when possible is part of our broader commitment to context-based sustainability. For example, we achieved our target to assess 100% of our major sites utilizing a context-based water approach by the end of 2019. These sites were determined to be within fair, just and proportional share of the local watersheds' sustainable water supply. We embrace green chemistry as an opportunity to improve sustainability in our operations, and we work to find new and better ways to minimize waste and maintain zero waste to landfill in our manufacturing facilities.

Our 2019 accomplishments include:

- Named the Biotechnology Industry Leader on the Dow Jones Sustainability World Index.
- Recognized as a corporate sustainability leader with Gold Class Sustainability Award from RobecoSAM.
- Continued commitment to operational carbon neutrality highlighted through the use of 100% renewable electricity globally and financially supported carbon offset projects. In addition, we are working to find solutions that align with the recommendations of climate scientists to move beyond carbon offsets.
- Committed to reduce carbon emissions by a targeted amount approved by the Science Based Target Initiative, to align ourselves with the global goal of limiting global temperature increase to under two degrees Celsius.

© Biogen

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# BLACKROCK, INC.



Corporate Governance | Sustainability at BlackRock

## Sustainability at BlackRock

As an asset manager, we believe that a company's ability to integrate sustainable business practices into its strategy and operations is integral to delivering long-term value. We also recognize the importance of leading by example, both through the transparency we provide to stakeholders on material and relevant sustainability issues and undertaking sustainable business practices.

**In our day-to-day operations**

### Operating a Sustainable Corporation

- We recognize the importance of ensuring the long-term sustainability of our firm to deliver the best outcomes for clients and shareholders.
- Human capital is central to BlackRock's long-term sustainability. We strive to offer best-in-class benefits and develop our people through strategic training and leadership programs. We are committed to cultivating diversity in all forms as well as building a strong culture — one in which inclusion and belonging are paramount.
- We manage the environmental impact of our operations by pursuing a strategy that seeks to decouple company growth from our impact on the environment.

### Making Sustainable Investing Our Standard

- Over the past few years, more and more of our clients have focused on the impact of sustainability on their portfolios.
- Because we believe that sustainability-integrated portfolios can provide better risk-adjusted returns to investors, we are making sustainability integral to the way BlackRock manages risk, constructs portfolios, designs products and engages with companies.
- We are deepening the integration of environmental, social and governance (ESG) factors into risk management and active investment processes across BlackRock.
- We are putting ESG analysis at the center of our technology platform by integrating measurement tools that deepen our understanding of material ESG risks into Aladdin.

### Making a Positive Social Impact

- In February 2020, BlackRock made a charitable contribution with a market value of \$589 million to fund the firm's social impact efforts to advance a more inclusive and sustainable economy.
- BlackRock's Social Impact team identifies, funds and partners with high-potential organizations to test and build evidence for innovative solutions with potential long-term impact, strong leadership and measurable outcomes.
- The first phase of work has focused on tackling financial insecurity. In 2019, BlackRock committed \$50 million to launch a new Emergency Savings Initiative to build, test and pilot custom short-term savings tools and strategies for people living on low incomes.
- The team also supports and empowers BlackRock's employees to give back to their communities.

### Responsible Stewards of Our Clients' Assets

- Investment stewardship is an essential component of our fiduciary responsibility.
- BIS engages with companies to understand how they are managing and disclosing sustainability-related risks.
- BIS uses its voice as an investor to encourage companies to adopt corporate governance and business practices consistent with delivering sustainable long-term financial returns.
- BIS performs independent research and analysis, carefully arriving at proxy voting decisions that are consistent with its voting guidelines and that it believes are in the best long-term economic interest of our clients.
- BIS is increasing transparency in its stewardship practices and intensifying engagement with companies on sustainability-related matters, holding boards accountable where the team believes there are shortfalls.

BLACKROCK, INC. 2020 PROXY STATEMENT 35

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# THE BOEING COMPANY



## PROXY SUMMARY



**Base Salary (14% of NEOs' target compensation)**

**Annual Incentive (17% of NEOs' target compensation)**

**Long-Term Incentive (69% of NEOs' target compensation)**

## Sustainability

Boeing's commitment to innovation extends to how we care for our environment, engage with the communities in which we operate, and build and sustain a corporate culture that promotes accountability and aligns with our values. See "Sustainability" on page 24 for additional information.

### ENVIRONMENTAL

Global environmental leadership through aerospace innovation — companywide focus on emitting less carbon, using less energy and water, and creating less waste while protecting human and environmental health in communities across the globe.

**48 BILLION POUNDS** of fuel saved by the 787 Dreamliner family since it entered service, compared to the airplane it replaces

### SOCIAL

Create positive changes in our workplace and local communities for our employees, customers and partners, focused on the way we operate our business.

**\$240 MILLION** invested in our communities

### GOVERNANCE

Managing our company in a manner that upholds our values, addresses key risks, and takes into account the long-term interests of our employees, shareholders, customers, suppliers, and communities

**SAFETY**  
Established Board Aerospace Safety Committee and Product and Services Safety organization

8 2020 Proxy Statement

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# BOSTON PROPERTIES, INC.



## PROXY SUMMARY

## SUSTAINABILITY

The BXP sustainability strategy is to conduct our business — the development and operation of new and existing buildings — in a manner that contributes to positive economic, social and environmental outcomes for our customers, shareholders, employees and the communities we serve. Our investment philosophy is shaped by our core strategy of long-term ownership and our commitment to our communities and the centers of commerce and civic life that make them thrive. We are focused on developing and maintaining healthy, high-performance buildings, while simultaneously mitigating operational costs and the potential external impacts of energy, water, waste, greenhouse gas emissions and climate change. To that end, we have publicly adopted long-term energy, emissions, water and waste goals that establish aggressive reduction targets and have been aligned with the United Nations Sustainable Development Goals. BXP is a corporate member of the U.S. Green Building Council® ("USGBC") and has a long history of owning, developing and operating properties that are certified under USGBC's Leadership in Energy and Environmental Design® ("LEED") rating system. In addition, we have been an active participant in the green bond market since 2018, which provides access to sustainability-focused investors interested in the positive environmental externalities of our business activities. BXP and its employees also make a social impact through charitable giving, volunteerism, public-realm investments and diversity and inclusion. Through these efforts, we demonstrate that operating and developing commercial real estate can be conducted with a conscious regard for the environment and society while mutually benefiting our stakeholders.

### INDUSTRY LEADERSHIP

We are recognized as an industry leader in sustainability as demonstrated by the following awards and achievements.

#### Achievements



**26 MILLION SQUARE FEET LEED CERTIFIED**

BXP is a corporate member of the USGBC and has a long history of owning, developing and operating properties that are certified under USGBC's LEED® rating system. We have LEED certified over 26 million square feet of our portfolio, of which 93% is certified at the highest Gold and Platinum levels.



**63% ENERGY STAR RATED PORTFOLIO**

Responsible use of resources results in reduced environmental impact and operating costs. We monitor resource consumption across the portfolio by using ENERGY STAR Portfolio Manager to benchmark energy, GHG, water and waste performance of our assets.



**12 MILLION SQUARE FEET FITWEL CERTIFIED**

We are a Fitwel Champion and have partnered with leading healthy building certification system, Fitwel, to support healthy building design and operational practices. BXP had more Fitwel certifications and project area than any other company in 2019, adding 12 Fitwel projects totaling over 12 million square feet.

bxp Boston Properties | 2020 Proxy Statement

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# BRANDYWINE REALTY TRUST



## BRANDYWINE REALTY TRUST

## Environmental, Social and Governance Snapshot



**1**

First WELL Core Certified project at the Bronze level, globally

First WELL v2 certification in the United States



**100 POINTS**

Brandwine has reported annually to the Global Real Estate Sustainability Benchmark (GRESB) since 2012 and in 2019, scored a perfect 100 points for our commitment to Social Engagement

Repeated GRESB Green Star leader



**5.4M SQUARE FEET**

Named a 2018 Fitwel Champion with 5.4 million certified square feet—the most of any company worldwide



Since 2016, all new construction has been LEED Certified or, at a minimum, built to LEED standards (i.e. FMC Tower, Garza Ranch, 1676 International Drive, GSA Philadelphia Campus, etc.)



**74%**

275M kWh of Green Power procured in 2019 for buildings located in deregulated markets (approximately 74% of portfolio) with 100% derived from wind generation

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## BRIGHTHOUSE FINANCIAL, INC.



**Our Sustainability Journey**

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

**Board and Committee Oversight**

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

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

**Our Culture and Values**

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

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

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

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## CALIFORNIA RESOURCES CORPORATION



**2020 PROXY STATEMENT**  
Other Governance Matters

**Other Governance Matters**

**Shareholder Engagement**

In 2019, we reached out to our largest shareholders, including those who held in aggregate over half of our total outstanding shares, for meetings on corporate governance issues. In the meetings that were arranged, we discussed recent governance changes, board refreshment and diversity practices, and compensation philosophy. We also asked about broader trends and practices on corporate governance for Board feedback and consideration.

At the 2018 and 2019 annual meetings, the Board submitted proposals to amend the Company's certificate of incorporation to reduce the current supermajority vote thresholds to majority votes. These proposals only received votes for approval from approximately 42% in 2018 and 43% in 2019 of the total outstanding shares, which were short of the 75% required approval threshold. We received feedback from our shareholder engagement meetings that it is reasonable to suspend our efforts to pass these proposals until our shareholder composition changes to more institutional ownership to make such passage more likely, so the Board has not included these proposals in this proxy statement.

**Sustainability and Stewardship**

In 2017, we consulted with our workforce, state and community leaders, sustainability professionals and labor and non-profit groups about ways to expand our annual HSE metrics and enhance our life-of-field planning process. As a result of this dialogue, in 2017 we adopted four 2030 Sustainability Goals – for water recycling, integration of renewable energy into our operations, methane emission reduction and carbon capture and sequestration – which advance the State of California's 2030 goals and aid in our life-of-field planning. We issued a Sustainability Report describing the goals that year, in addition to our annual water management summary. The report noted that the Sustainability Goals are subject to liquidity, funding and permitting and are measured against a 2013 baseline, the year before our launch as an independent company and also a baseline year for certain state goals.

In 2018, we adopted specific quantitative targets for the Sustainability Goals, and our 2018 Sustainability Report described those targets, the specific projects and teams assigned to each goal and our progress toward attaining the goals. We provide updates at least annually on our progress, which in 2018 and 2019 was specifically tied to the review of individual performance of Company executives. The specific 2030 targets and our progress are detailed on our website Sustainability page ([www.crc.com/sustainability](http://www.crc.com/sustainability)) and the latest 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 sources.

**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%.

CALIFORNIA RESOURCES CORPORATION 23

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## CALLAWAY GOLF COMPANY



charge a copy of the Code of Conduct. Any such request may be made by contacting the Company's Investor Relations department by telephone at (760) 631-1771 or by mail at Callaway Golf Company, Attention: Investor Relations, 2180 Rutherford Road, Carlsbad, California 92008.

**Sustainability Initiative**

In 2019, the Company, at the direction of its Chief Executive Officer and Board of Directors, launched the Sustainability Initiative with the goal of enhancing and improving the Company's overall performance with respect to environmental and social sustainability. Core team members known as Sustainability Champions were selected throughout the organization at the executive and management levels to drive global enterprise-wide initiatives and promote employee-driven projects at the local levels. The Sustainability Initiative created a more formalized platform within the Company to continue building on the Company's existing and ongoing efforts to preserve and protect the environment and conduct business in a socially-responsible manner. This centralized platform also allows for enhanced collaboration across the Company's brands, which has a synergistic effect as the organization adopts a more holistic approach in standardizing and updating its sustainability policies and practices on a global scale.

Sustainability Champions meet on a bi-monthly basis, and progress made through the Sustainability Initiative will be reported on a regular basis to the Company's senior management and the Board of Directors. This will promote transparency regarding key environmental and social initiatives undertaken by the Company as well as related risks and opportunities for improvement. These initiatives will be benchmarked against the sustainability framework published by the Sustainability Accounting Standards Board ("SASB") with respect to sustainability issues that are likely to affect the financial conditions or operating performances of companies in the consumer goods sector.

**Environmental, Health and Safety Responsibility**

The Company is committed to conducting its business in a sustainable manner and maintains policies and procedures that establish the foundation of its environmental responsibility program. The Company is committed to empowering employees and suppliers at all levels to promote safe and environmentally responsible practices. In this regard, the Company focuses on initiatives such as the reduction of volatile organic compound ("VOC") emissions, reduction of hazardous waste, reduction in water usage, improved recycling and development programs which involve the elimination or reduction of undesirable chemicals and solvents in favor of safer and environmentally-preferred alternatives. These efforts are visible in the following areas among others:

**Carbon/Climate and Energy**

- The Company actively pursues energy efficiency throughout its operation and achieved a 35% reduction of annual energy usage at its California operations between 2012 to 2019.
- In 2019, the Company replaced a lower efficiency 12.5 million British Thermal Unit ("BTU") boiler with two high efficiency 2.5 million BTU boilers.
- The Company earned the U.S. Environmental Protection Agency SmartWay Certification, which promotes environmentally-efficient transportation, improving efficiency and reducing the Company's carbon footprint.
- Jack Wolfskin's Idstein headquarters, Jack Wolfskin Hamburg distribution center and Jack Wolfskin retail stores in Germany, Austria and Switzerland all use 100% green energy.

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## CAPITAL ONE FINANCIAL CORPORATION



**SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE**

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

**Our People**

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

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

50% people of color      53% women      91% of surveyed associates are proud to work for Capital One

Highlights of "Our People" programs include the following:

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

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# CARPENTER TECHNOLOGY CORPORATION



Corporate Governance • Environmental, Social and Governance Issues

Any stockholder who wishes to interact with the Board directly should send a request to our Chief Governance Officer, who will work with the Corporate Governance Committee to arrange appropriate interactions. Stockholders can contact Mr. The at tthe@carpenter.com or 610-208-3422. Also, stockholders can contact Mr. Lain at lain@carpenter.com or 610-208-2210 regarding Investor Relations matters.

### How to Communicate with our Board of Directors

Stockholders can communicate with the Board of Directors by sending a letter addressed to Carpenter Technology Board of Directors, c/o Corporate Secretary, 1735 Market Street, 15th Floor, Philadelphia, PA 19103. Carpenter's Corporate Secretary will review the correspondence and forward it to the Chairman of the Board or to the Chair of the appropriate Board committee or to any individual director or directors to whom the communication may be specifically directed. If the communication is unduly hostile, threatening or illegal, does not reasonably relate to Carpenter or its business, or is similarly inappropriate, the Corporate Secretary will not forward the communication, and will notify the sender if and as appropriate. Stockholders and other interested parties may also communicate with the non-employee directors, non-executive Chairman, or the Audit/Finance Committee by sending an email to boardauditcommittee@carpenter.com.

### Environmental, Social and Governance Issues

Carpenter is committed to being a good corporate citizen that benefits the communities in which we live, work and play. We strive to maintain the highest ethical, environmental and safety standards and we encourage and celebrate our employees' active participation in achieving these goals. Our business is managed for long-term success in a manner that we believe is economically, environmentally and socially responsible.

### Carpenter Safety Vision

Above all else, the safety of our employees is Carpenter's top priority. We believe that 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);
- tools, resources, and education to improve total workplace safety and health; and
- a skilled, technology-driven workforce that proactively assesses risks, strives to eliminate hazards, and integrates learning from incidents and near-misses to prevent further occurrences.

### Community Relations

We believe that part of being a responsible corporate citizen is improving the communities where our employees live and work. This commitment spans a wide variety of engagement and activities, both in terms of our employees' volunteerism and monetary donations on behalf of Carpenter and our employees, with the aim of strengthening our communities. We encourage employee volunteerism at all our locations through organized activities and by contributing to local charitable organizations and educational efforts from working at the food pantry, to taking children fishing, to participating in Relay for Life. Our employees are passionate about our communities and enjoy working together for the greater good.

Examples of how Carpenter supports our local communities include:

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

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# CHENIERE ENERGY, INC.



CORPORATE SOCIAL RESPONSIBILITY AND POLITICAL ADVOCACY AND OVERSIGHT

## CORPORATE SOCIAL RESPONSIBILITY AND POLITICAL ADVOCACY AND OVERSIGHT

### Climate Change Strategy

At Cheniere, we believe climate change creates important opportunities to address the dual challenge of advancing economic and environmental progress through delivery and use of our product in lieu of more environmentally intensive energy sources.

Our focus on clean energy sources is so central to our operations that it comprises our vision statement: "We provide clean, secure, and affordable energy to the world."

The International Energy Agency (IEA) concludes that even under a 2-degree carbon-constrained scenario, natural gas may provide a quarter of the global energy demand by 2040 and that LNG facilities will remain critical to meet this future demand. The IEA estimates that switching to natural gas has already helped limit the rise in global emissions since 2010 and has avoided over 500 million metric tons (MT) of CO<sub>2</sub> emissions between 2010 and 2018.

To help us realize our opportunity to help address climate and sustainability, Cheniere has:

- Adopted a set of climate and sustainability principles, reviewed by the Board as part of its climate and sustainability oversight:
  1. **Science:** Cheniere will promote and follow peer-reviewed science to assess our impacts, anchor our engagements, and determine our actions.
  2. **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.
- Co-founded and announced the formation of the Collaboratory to Advance Methane Science to improve scientific understanding of methane emissions across the entire natural gas value chain
- Implemented an Environmental Policy and elements of an Environmental Management System in line with the ISO 14001 standard
- Implemented Leak Detection and Repair programs at our terminals and compressor stations to monitor fugitive emissions, including methane
- Designed and constructed facilities to optimize cost-effective, energy-efficient operations. For example, at our Sabine Pass and Corpus Christi facilities, we capture waste heat from our refrigeration gas turbines and reuse it to support various energy-intensive processes
- Addressed opportunities to better understand the lifecycle greenhouse gas emissions of Cheniere's supply chain by engaging our major natural gas suppliers and developing analytical models
- Participated in studies coordinated by the National Petroleum Council to assess the opportunities and actions needed to expand the application of carbon capture, utilization, and sequestration

We plan to publish our inaugural Corporate Responsibility (CR) report in 2020. The report is expected to be aligned with elements of reporting standards and recommendations set by the Task Force on Climate-Related Financial Disclosures ("TCFD"), and the Sustainability Accounting Standards Board ("SASB"), and other guidelines such as International Petroleum Industry Environmental Conservation Association and the Global Reporting Initiative ("GRI").

### Climate and Sustainability Governance

Our Board oversees our climate and sustainability issues. The Governance and Nominating Committee of the Board oversees our climate and sustainability policies and strategies. Cheniere's Policy, Government, and Public Affairs ("PGPA") organization, led by a Senior Vice President ("SVP"), heads our enterprise-wide climate and sustainability initiatives and maintains oversight of climate-related risks. We have a cross-functional CR team, made up of representatives from across the company, led by a dedicated climate and sustainability department.

Additional details can be found at <https://www.cheniere.com/corporate-responsibility/climate/>.

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# CHEVRON CORPORATION



Corporate governance

## environmental, social, and governance engagement

Your Board believes that fostering long-term and institutionwide relationships with stockholders and other stakeholders and maintaining their trust and goodwill is a core Chevron objective. Chevron conducts extensive engagements with stockholders as an essential part of our commitment to sustainability. These engagements routinely cover governance, compensation, social safety, environmental, climate change, culture, human rights, human capital management, and other current and emerging issues.

In addition, we have an extensive investor relations outreach effort, in which members of senior management routinely meet with major investors to review Company strategies, financial and operating performance, capital allocation priorities, and near-term outlook. We use all of these sessions to ensure that the Board and management understand and address the issues that are important to our stockholders.

In order to continuously improve Chevron's governance processes and communications, Chevron follows an Annual Engagement Plan and Process. Through this program, we are able to identify and address environmental, social, and governance topics that are raised by our stockholders. The Governance Committee's Public Policy Committee oversees the stockholder engagement program and make recommendations regarding stockholder engagement.

Since Chevron's last Annual Meeting, an engagement team consisting of senior executives, subject matter experts on governance, compensation, and environmental and social

issues ("ESG Engagement Team"), and when appropriate, our independent Lead Director and our Public Policy Committee Chair have continued to lead our robust stockholder outreach program.

- Our ESG Engagement Team had substantive engagements with stockholders representing more than 40 percent of Chevron's outstanding common stock. Our Chairman and Board members attended several of these meetings.
- In addition, our ESG Engagement Team reached out to every stockholder or their representative who submitted proposals for inclusion in our Proxy Statement and met with each one to discuss their concerns and areas of agreement and disagreement.

During these engagements, Chevron gained valuable feedback on several topics, including:

- expectations about ESG reporting;
- the importance of having a TCFD-aligned climate report;
- Board composition and Director skills and expertise;
- executive compensation and alignment with performance; and
- governance trends, such as growing demands for transparency and increasing scrutiny of company cultures.

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

## communicating with the board

The Governance Committee reviews interested-party communications, including stockholder inquiries directed to non-employee Directors. The Corporate Secretary and Chief Governance Officer complies the communications, summarizes lengthy or repetitive communications and the responses sent, and takes further action, if any. All communications are available to the Directors.

Interested parties wishing to communicate their concerns or questions about Chevron to the independent Lead Director or any other non-employee Director may do so by mail addressed to the Lead Director or Non-Employee Directors, c/o Office of the Corporate Secretary and Chief Governance Officer, 6000 Bollinger Canyon Road, San Ramon, CA 94583-2324 or by email to [corpgov@chevron.com](mailto:corpgov@chevron.com).

CIENA CORPORATION



Environmental & Sustainability

**Sustainability in Our Products and Suppliers**

- Technology innovation reduces environmental impact of network infrastructures at a time of significant traffic and service expansion
- Product portfolio design optimizes power utilization and reduces network elements
- Efforts to improve the energy efficiency per gigabit of throughput in our high-performance networking solutions
- Initiatives to improve space and cooling requirements
- Member of the Responsible Business Alliance ("RBA")
  - We have adopted, and seek to ensure that our key direct suppliers adopt, the standards and principles set forth in the RBA Code of Conduct
- TL9000 certified product lifecycle management process
- Sustainability assessments with suppliers representing significant spend
- Supplier diversity program
- Engaged with key customers on sustainability opportunities in products and fulfillment, underpinning the circular economy

**Pursue Opportunities to Reduce Our Carbon Footprint**

- Participate in CDP climate change and water disclosures
- Rapid adoption of flexible and remote working and collaborative tools
- Pursuing opportunities to consolidate real estate footprint
- 5 locations LEED certified or certifiable

**Reporting and Recognition**

- RBA / Rocky Mountain Institute / TIA sustainability membership
- Published initial CSR Report in December 2018
- Advanced rating by Ecovadis
- AT&T Diversity Supplier Award
- Conflict Minerals Report
- Completed global Environment, Health and Safety Management System Certification

Community Outreach & Support

**Encourage Opportunities to Volunteer Time**

- Ciena Cares – a comprehensive, best-in-class community program
- Local "Ciena Cares Champions" across the globe promote engagement in our communities
- Flexible volunteering during work time
- Rewards for volunteer hours served provide further charity benefits
- Joint community projects with customers and business partners
- Opportunities for employees to volunteer in person or virtually

**Charitable Donation Matching**

- New online charitable giving portal to promote employee donation matching program
- New employee stipend to donate to their favorite charities
- Up to \$1,000 annual matching for employee donations

**Support for Current and Potential Employees**

- Disaster relief programs for employees, customers and natural disaster response
- Support for STEM education

We maintain a Corporate Social Responsibility Policy and an Environmental, Health and Safety Policy which, along with our CSR Report, can be found on the "Corporate Social Responsibility" page of the "About us" section of our website at [www.ciena.com](http://www.ciena.com)

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CLEARWATER PAPER CORPORATION

**Sustainability**

Our products have two critical environmental sustainability advantages:

- Wood, the primary raw material used in our products, in the form of chips, sawdust, pulp, woody biomass, and logs, is a 100 percent renewable and commonly recycled resource.
- Renewability, our products can provide more sustainable alternatives to products made from non-renewable resources.

To ensure we are well positioned to capitalize on these sustainability advantages, we have always been committed to minimizing the environmental impact of our operations throughout the value chain. Examples of environmental initiatives include:

**Design and Sourcing**

- We design and manufacture products using circular economy principles where possible.
- We support responsible forest management – we were the first U.S. company to offer a full line of FSC-certified bleached paperboard products and the first to offer consumer-FSC-certified facial tissue in private brands.
- We maintain 100 percent of our pulp as certified or controlled wood from known sources.
- We offer an assortment of certified sustainable consumer and paperboard products, including the Forest Stewardship Council (FSC®), Sustainable Forestry Initiative (SFI) and the Programme for the Endorsement of Forest Certification (PEFC) programs.
- We engage directly with suppliers to ensure certification standards are followed, including through contracts and supply agreements.

**Manufacturing**

- 100% of our manufacturing facilities are located in the U.S. and are therefore subject to all U.S. federal, state, and local environmental laws and regulations.
- We are committed to cutting greenhouse gas emissions associated with energy consumption in our manufacturing facilities. For example:
  - We generate renewable energy through biomass derived from wood fiber, a by-product of several of our manufacturing processes.
  - We maximize energy efficiency inherent in combined heat-and-power systems.
- We are committed to cutting other air emissions, including particulate matter, nitrogen oxide, volatile organic compounds, and sulfur compounds.
- We strive to reuse a significant amount of water in our manufacturing process, returning the majority back to the environment following treatment using industry best practices.
- We work to minimize manufacturing waste through beneficial reuse, reducing the amount of material to landfills.
- We are committed to the efficient recovery and reuse of chemicals and fiber, supporting our circular economy principles.

Clearwater Paper Corporation 2020

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COMERICA INCORPORATED

**Commitment to Community, Diversity and Sustainability**

Comerica's Core Values reflect our commitment to corporate responsibility.

The Enterprise Risk Committee of the Board oversees all of Comerica's risk management, including environmental and social risks. Comerica's Director of Corporate Sustainability provides annual updates to the Board's Enterprise Risk Committee, which reviews our value creation approach to corporate sustainability, including areas of progress, challenges and future initiatives.

The Governance, Compensation and Nominating Committee is responsible for determining the constituency of the Board, and looks at diversity of experience, professions, skills, geographic representation and/or backgrounds when evaluating nominees. At the employee level, Comerica supports diversity and inclusion through our Executive Diversity Committee ("EDC"), comprised of our CEO, his leadership team and Comerica's Chief Diversity Officer. All of Comerica's EDC members are required to include diversity and inclusion in their annual performance review and to include diversity objectives throughout their lines of business.

Community, diversity and sustainability highlights for 2019 included:

2019 Company Highlights

1,067

financial education training events sponsored by Comerica

80%

of employees enrolled in the voluntary Masters of Diversity Awareness training

40%

of Comerica's U.S. employees are racial/ethnic minorities

65%

of Comerica's U.S. employees are women

237,000

meal provided in conjunction with our community Street Day events, which gathered over 882,000 pounds of paper

\$8.4 MILLION

donated to charitable organizations via more than 1,400 grants/sponsorships

71,300

hours of volunteer time donated to nonprofits by Comerica colleagues

~\$923

in green bonds and commitments

10 YEARS

Comerica has been ranked as a top company for diversity on DiversityInc survey

SUCCESSFULLY SURPASSED ALL 2020 ENVIRONMENTAL SUSTAINABILITY GOALS

5

5

CONCHO RESOURCES

**Our Stockholder Engagement Program**

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

**Stockholder Engagement**

Concho's commitment to stockholder engagement includes:

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

Management held meetings with stockholders representing approximately:

75%

of shares outstanding

**Environmental, Social and Governance ("ESG") Highlights**

**Corporate Responsibility at Concho**

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

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

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

**Corporate Responsibility Framework**

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

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

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

2020 PROXY STATEMENT

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8TH EDITION | GUIDE TO EFFECTIVE PROXIES

## DARLING INGREDIENTS INC.



**PROXY SUMMARY**

**GOVERNANCE AND CORPORATE SOCIAL RESPONSIBILITY HIGHLIGHTS**

Our company has a history of strong corporate governance. By evolving our governance approach in light of best practices, our Board drives sustained stockholder value and best serves the interests of our stockholders.

WHAT WE DO	WHAT WE DON'T DO
✓ Majority voting for directors	✗ No supermajority voting requirements in bylaws or charter
✓ 100% independent Board committees	✗ No poison pill
✓ 100% directors owning stock	✗ No supplemental executive retirement plans
✓ Annual election of directors	✗ No change in control excise tax gross-ups
✓ Compensation recoupment (clawback) policy	✗ No discounted stock options, reload stock options or stock option re-pricing without stockholder approval
✓ Right to call special meeting threshold set at 10%	✗ No automatic single-trigger vesting of equity compensation upon a change in control
✓ Provide a majority of compensation in performance-based compensation	✗ No short-term trading, short sales, transactions involving derivatives, hedging or pledging transactions for executive officers and directors
✓ Pay for performance based on measurable goals for both annual and long-term awards	
✓ Balanced mix of awards tied to annual and long-term performance	
✓ Stock ownership and retention policy	

**Corporate Social Responsibility/Sustainability**

Darling Ingredients is committed to uphold and grow the sustainable operations and practices that by the foundation of our business. As our planet faces challenges to its climate as well as its resources, our future depends on our ability to find viable ways to provide for the ever-increasing demands for food and fuel. We serve the agri-food industry by reorganizing what would otherwise be discarded into valuable bio-nutrients and byproducts that contribute to a circular economy. By respecting and utilizing the resources nature provides, we can positively contribute to tackling today's climate challenges. We do this by remaining focused on clean air & water, safe food & feed, and giving back to our communities and workplaces. The Darling Ingredients Corporate Social Responsibility website (<https://commitment.darlingi.com>) contains information on our environmental and social policies and programs including the following:

- 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.
- Code of Conduct:** We maintain a Code of Conduct that is applicable to all our directors, officers, employees, and vendors. The Code of Conduct sets forth our policies and expectations on a number of topics, including conflicts of interest, compliance with laws, human rights, use of our assets and business conduct, sustainability and fair competition.
- Animal Health & Welfare Policy:** We maintain a global Animal Health & Welfare Policy setting our commitment to operate in a manner that supports these responsibilities by working with all regulatory agencies to protect animal health and well-being.

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## DEVON ENERGY CORPORATION



**DEVON AT A GLANCE (cont'd)**

portfolio of U.S. oil assets, we are aggressively pursuing an improved cost structure to further expand margins. We have realized annualized cost savings by reducing well costs, production expenses, financing costs, and G&A expenses.

Commodity prices are uncertain and volatile, so we strive to maintain a strong balance sheet, as well as adequate liquidity and financial flexibility, in order to operate competitively in all commodity price cycles. Our capital allocation decisions are made with attention to these financial stewardship principles, as well as the priorities of funding our core operations, protecting our credit ratings, and paying and growing our stockholder dividend.

**Sustainability Performance**

Devon is committed to delivering results to our stakeholders in the right way. As a leading independent oil and natural gas company, that means producing energy to help meet global demand, while generating strong financial returns and long-term value for our stockholders. For Devon, it also means operating a safe, environmentally responsible, and ethical business in the field and in the office.

Based in Oklahoma City, we employ approximately 1,700 men and women in the U.S., operating under the motto: Commitment Runs Deep. We take this to heart and apply it to everyone who has a stake in our success – investors, employees, and neighbors alike.

**OUR PEOPLE**

Our employees' knowledge, expertise, skills, and creativity are the keys to Devon's success. We look to our core values to build the workforce we need: we seek to hire the best people and expect them to do the right thing, deliver results, be a team player, and be a good neighbor. In return, we provide competitive compensation and benefits, including:

- medical, dental, and vision health care coverage for all employees and their families;
- health savings and dependent-care flexible spending accounts;
- a 401(k) savings plan with a generous Devon match for contributions by U.S. employees;
- education, training, health, and wellness programs;
- maternity and parental leave for the birth or adoption of a child and an adoption assistance program; and
- alternate work schedules, flexible work hours, part-time work options, and telecommuting support.

2 Commitment Runs Deep

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## DINE BRANDS GLOBAL, INC.



**2020 PROXY STATEMENT**

**CORPORATE GOVERNANCE**

**Board of Directors Nominations**

The Nominating and Corporate Governance Committee considers various criteria in evaluating Board of Directors candidates, including: business experience, board of directors experience, skills, expertise, education, professions, backgrounds, diversity, personal and professional integrity, character, business judgment, business philosophy, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board of Directors. In considering diversity, the Nominating and Corporate Governance Committee evaluates candidates with a broad range of expertise, experience, skills, professions, education, backgrounds and other board of directors experience. While the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, it considers diversity of race, gender and ethnicity as important factors in identifying directors who will bring diverse viewpoints, opinions and areas of expertise that will benefit the Board of Directors as a whole. To further demonstrate its commitment to seeking diversity of race, gender and ethnicity in its consideration of director candidates, the Nominating and Corporate Governance Committee added these important factors to its charter in August 2019 as criteria to be considered in identifying and evaluating director candidates. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria in evaluating prospective nominees.

The Nominating and Corporate Governance Committee also considers whether a potential nominee would satisfy the NYSE's criteria for director "independence," the NYSE's "accounting or related financial management expertise" standard and the SEC's definition of "audit committee financial expert."

Whenever a vacancy or potential vacancy exists on the Board of Directors due to expansion of the size of the Board of Directors or the resignation or retirement of an existing director, the Nominating and Corporate Governance Committee begins its process of identifying and evaluating potential director nominees. The Nominating and Corporate Governance Committee considers recommendations of members of the Board of Directors, management, stockholders and others. The Nominating and Corporate Governance Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including approving its fees and other retention terms.

The Nominating and Corporate Governance Committee conducted an evaluation and assessment of each director whose term expires in 2020 for purposes of determining whether to recommend them for nomination for re-election to the Board of Directors. After reviewing the assessment results, the Nominating and Corporate Governance Committee determined to make a recommendation to the Board of Directors that Howard M. Berk, Daniel J. Brestle, Caroline W. Nahas, Gilbert T. Ray, Larry A. Kay, Douglas M. Pasquale and Susan M. Collins be nominated for re-election to the Board of Directors. The Board of Directors reviewed and accepted the Nominating and Corporate Governance Committee's recommendation and has nominated Howard M. Berk, Daniel J. Brestle, Caroline W. Nahas, Gilbert T. Ray, Larry A. Kay, Douglas M. Pasquale and Susan M. Collins for re-election to the Board of Directors.

**Stockholder Nominations**

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders and will apply the same standards in considering director candidates recommended by stockholders that it applies to other candidates. Stockholders wishing to recommend director candidates for consideration by the Nominating and Corporate Governance Committee may do so by writing the Secretary, giving the recommended nominee's name, biographical data and qualifications, accompanied by the written consent of the recommended nominee to serve if elected. Any stockholder who wishes to directly nominate a director candidate to stand for election at a meeting of stockholders must provide written notice that is timely and in proper form in accordance with the advance notice procedures provided in the Corporation's Bylaws.

**Environmental, Social and Governance Highlights**

In executing on the Corporation's strategic priorities, we recognize our responsibility to drive long-term stockholder value through ethical business practices that make sense for our business, our guests and our communities. Pursuant to its charter, our Nominating and Corporate Governance Committee has the responsibility to review and oversee the Corporation's actions on issues related to corporate social responsibility, sustainability, philanthropy and other matters associated with the Corporation's participation as a global corporate citizen. Our corporate social responsibility efforts are organized into the following categories: supporting our neighborhoods, caring for the environment and valuing our team members.

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## DOMINION ENERGY, INC.



**PROXY STATEMENT SUMMARY**

**CUSTOMER GROWTH**

Customer growth is good for business, but to us it matters more than that: It provides tangible proof that we are doing the right things, and doing them well.

- In 2019, we connected nearly 34,000 new accounts at Dominion Energy Virginia, including a record 26 data centers. The companies that own those data centers could have chosen any provider in the United States. Their choice of Dominion Energy represents a resounding endorsement.
- We grew the electric customer base by 1.8% and the gas customer base by 3.4% at Dominion Energy South Carolina. We also saw customer growth of 2.6% at Public Service Company of North Carolina, Incorporated, and 2.5% at Questar Gas Company.

**GROWTH AND SUSTAINABILITY INVESTMENTS**

Growth matters – to investors, to employees, and to those we serve. It provides the financial sustainability that is a core part of our mission and makes improvement possible. This includes making investments that benefit the environmental and social well-being of our customers, employees, shareholders and communities we serve.

- In 2019, we spent about \$5 billion on regulated growth programs, invested \$866 million in electric transmission projects at Dominion Energy Virginia, and invested more than \$300 million in pipeline replacement programs at the company's gas utilities.
- We spent about \$800 million on solar generating projects and brought online 388 megawatts of solar generating capacity in North Carolina, South Carolina and Virginia.
- We laid the groundwork for our February 2020 commitment to achieve net zero carbon dioxide and methane emissions from our electric generation and gas infrastructure operations by 2050.
- We are developing the largest offshore wind project in the U.S., consisting of 2,640 megawatts of zero-carbon electric capacity.
- We are partnering with school districts across Virginia on a nation-leading initiative to replace diesel school buses with emission-free electric school buses, promoting cleaner and healthier communities.
- We are investing in strategic waste-to-energy partnerships in seven states valued at \$700 million, through which we will capture otherwise fugitive methane from hog farming and dairy operations and convert it to pipeline-quality natural gas for use in heating homes and businesses.

**OUR COMMITMENT TO EMISSIONS REDUCTIONS**

2020 Proxy Statement **DOMINION ENERGY** 3

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DOVER CORPORATION



PROPOSAL 1 — ELECTION OF DIRECTORS

Environmental, Social, and Governance Oversight (ESG)

We are committed to creating economic value for shareholders by developing products designed to help our customers meet their sustainability goals in response to evolving regulatory and environmental standards. We believe that sustainability-driven innovation presents a growth opportunity while contributing positively to enhanced resource efficiency and reduced waste. In that regard, over the past several years, our businesses have accelerated efforts and processes around innovation, focusing on technologies that create tangible value for our customers. We also believe that integrating awareness and management of material ESG risks, opportunities, objectives, metrics, and other sustainability factors into our strategy, operations, and governance will help create value for our stakeholders and inure to the benefit of our long-term success as a business.

ESG Prioritization Analysis

In early 2020, we began a materiality analysis to identify and prioritize the ESG topics that are the most important to our business and stakeholders such as employees, customers, and investors. We began by identifying an initial set of ESG topics believed to be the most relevant to Dover based on a survey of disclosures made by peer companies, topics identified as material by industry standard setters, and our strategic focus areas and long-term business plan. We also considered feedback received from investors on ESG and sustainability matters solicited during our engagement efforts. We used those topics to guide interviews with a wide variety of our business leaders, including representatives from our operating companies as well as human resources, supply chain, legal, investor relations, and operational resources. We will consider the feedback received on the list of topics through the lens of our long-term strategic plan and values, and will use the results to help support the prioritized allocation of resources and to promote clear and transparent reporting of ESG matters to key stakeholders.

ESG Disclosures & Reporting Framework

Following completion of the materiality analysis, we will launch a refreshed ESG landing page on our website to improve transparency of our ESG related disclosures and underlying business practices. We plan to begin disclosing using the Sustainable Accounting Standards Board reporting framework and will also report on key Global Reporting Initiative indicators. As part of our evolving strategy, we intend to display ESG-related goals and key performance indicators across our business, and to report on material goals and key performance indicators and our results. Our ESG focus areas will serve as the framework for evolving these goals and metrics to measure our future performance. They will also influence our approach to product creation and innovation, operational practices, stakeholder engagement, and the attraction and retention of employees.

Sustainability Goals

We are committed to fostering sustainable business practices across our businesses in order to reduce greenhouse gas emissions and energy consumption. In 2010, we implemented a process to conduct an inventory of our greenhouse gas emissions. Since then, we have evaluated our climate change risks and opportunities, as well as developed an energy and climate change strategy that includes goals, objectives, and related projects for reducing energy use and greenhouse gas emissions. To further promote our sustainability efforts, we committed to reducing our overall energy and greenhouse gas intensity indexed to net revenue by 20% from 2010 to 2020. We have achieved those goals ahead of schedule. We are in the process of evaluating our strategic approach to managing sustainability and plan to continue reporting on our energy and greenhouse gas intensity. We have participated as a voluntary respondent in the Carbon Disclosure Project (CDP) since 2010 and have maintained our scoring range since we began reporting. Further, we began participating in the CDP water security program in 2018 and expanded our reporting in 2019 with water data collection.

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DUNKIN' BRANDS GROUP, INC.



Commitment to Sustainability

Dunkin' Brands believes being a good corporate citizen is good business. We set sustainability goals to make continuous progress in the areas of responsible sourcing, sustainable packaging, energy efficiency, waste reduction, animal welfare, nutrition and other issues and have made important progress toward those goals in 2019. Sustainability is a journey and we are committed to continued progress under our three pillars: Sustainable Food, Sustainable Restaurants and Sustainable Communities.



Highlights of our Sustainability progress in 2019 include:



**Coffee Sustainability.** In 2018, Dunkin' U.S. and NDCP, the franchisee-owned purchasing and distribution cooperative, became a leading funder of World Coffee Research, a non-profit

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Dunkin' Brands Group Inc.

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DOW INC.



Proxy Summary	Corporate Governance	Board of Directors	Compensation Discussion & Analysis	Other Management Proposals	Audit Committee Matters
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Sustainability

Dow's ambition is to be the most innovative, customer-centric, inclusive and sustainable materials science company in the world. Sustainability is more than an important ambition for Dow. It is key to how we apply science to drive growth, improve our operations and help solve some of the world's most complex challenges.

To achieve our ambition, we are focused on three areas where we have the most impact and the most opportunity to create shared value for Dow and society.



Dow's full annual disclosure of sustainability performance can be found on the Company's website at [www.dow.com/sustainability](http://www.dow.com/sustainability).

Dow reports in accordance with the Global Reporting Initiative (GRI) Standards Comprehensive option, requiring reporting all of the General Disclosures described in the GRI Standards as well as all of the Specific Disclosures related to topics material to the Company. The report also serves as Dow's Communication on Progress for its commitment to the United Nations Global Compact. Dow is also committed to implementation of the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) over the next three years.

Dow's public policies on topics including Chemical Management, Responsible Care, Energy and Climate Change, Sustainability, and Environment, Health & Safety can be found on the Company's website at [www.dow.com/about](http://www.dow.com/about).

Dow's sustainability reporting referenced in this Proxy Statement and the information on, or accessible through, Dow's websites are not part of or incorporated by reference into this Proxy Statement.

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DUPONT DE NEMOURS, INC.



CORPORATE GOVERNANCE (continued)

effective on the Company and Corvea, including certain limitations on each party's ability to transfer certain businesses and assets to third parties without assigning certain of such party's indemnification obligations under the Separation Agreement to the other party to the transferee of such businesses and assets or meeting certain other alternative conditions.

Other Agreements

The Parties entered into several other licensing, services, support, software, supply and lease agreements in connection with the Dow Spin-off and the Corvea Spin-off.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers and persons who own more than 10% of a registered class of the Company's equity securities ("Reporting Persons") to file with the SEC reports on Forms 3, 4 and 5 concerning their ownership of and transactions in the common stock and other equity securities of the Company, generally within two business days of a reportable transaction. As a practical matter, the Company seeks to assist its directors and executives by monitoring transactions and completing and filing reports on their behalf.

Based solely upon a review of SEC filings, all Reporting Persons complied with these reporting requirements during 2019, except for (i) a Form 4 for Lamberto Andreotti which was filed delinquently to reflect shares acquired and disposed of by his investment manager in a managed account without his knowledge and (ii) an amended Form 3 for each of Jacqueline K. Barton and Richard K. Davis, reflecting additional shares of DowDuPont stock not previously reported.

Sustainability Initiatives

A Purpose-Driven Company

Our purpose — to empower the world with the essential innovations to thrive — describes how we use our passion and proven expertise in science and innovation to create sustainable solutions for the complex challenges facing our world. Over the course of DuPont's history, we have proven repeatedly that the most valuable and enduring business outcomes are the ones that are beneficial to society and keep the planet thriving. The Board believes that a continued focus on sustainability will help the Company deliver long-term stockholder value.

Guided by Our Core Values

Our core values reflect the longstanding commitments of our heritage companies, demonstrate our steadfast commitment to our people and the planet, and exemplify the way we operate.

<b>Safety and health</b>	<b>Respect for people</b>	<b>Highest ethical behavior</b>	<b>Protecting the planet</b>
We're committed to protecting the safety and health of our employees, our contractors, our customers, and the people in the communities where we operate.	We treat our employees and all our partners with professionalism, dignity, and respect, fostering and environment where people can contribute, innovate, and excel.	We conduct ourselves in accordance with the highest ethical standards, and in compliance with all applicable laws, always striving to be a respected corporate citizen worldwide.	We find science-enabled, sustainable solutions for our customers, always managing our businesses to protect the environment and preserve the earth's natural resources for today and for future generations.

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# ETSY, INC.



	2019 GOAL	2019 PROGRESS	2020 GOAL*
<b>Economic Impact</b> Make creative entrepreneurship a path to economic security and personal empowerment	Double U.S. Etsy sellers' economic output by 2023	Commissioned Etsy's second economic impact study, which found that, in 2019, Etsy sellers: • Contributed \$6.16 billion to the U.S. economy • Created 1.7 million jobs in the independent worker economy • Generated more than \$2 billion in income • Produced \$3.45 billion in additional economic value	Create and grow economic opportunities for creative entrepreneurs. Targets: • Double U.S. Etsy sellers' economic output by 2023.
<b>Social Impact</b> Enable equitable access to the opportunities that we create	Approximately double the percentage of Black and Latinx employees in Etsy's workforce by 2023	• Exceeded our 2019 Underrepresented Minority (URM) hiring goal and made meaningful progress toward our 2023 goal. In 2019, Black and Latinx employees made up 15% of U.S. Etsy here. As a result, Black and Latinx people make up 10.4% of our workforce, up from 8.5% in 2018. • Launched targeted, URM-focused retention and leadership development initiatives. • Established a robust Diversity & Inclusion infrastructure, with dedicated staffing, resources and support, inclusive of focused learning and development programs, internal and external events and marketing support, and dedicated recruiting support.	Build diverse and inclusive workforces that are broadly representative of their communities. Targets: • Approximately double the percentage of Black and Latinx employees at Etsy by 2023. • Set a baseline and goals for Revener's performance and pay practices, hiring rubric, and diversity & inclusion strategy.
<b>Ecological Impact</b> Build long-term resilience by eliminating our carbon impacts and fostering responsible resource use	Stay on track to meet renewable power and energy intensity goals, and mitigate the ecological impact of our marketplace by offering carbon neutral shipping on 100% of transactions by 2020	• Procured 76% of our electricity from renewable sources, up from 58% in 2018. • Achieved a 32% reduction in energy intensity (kWh per square foot) across our global office operations based on a 2018 baseline. • In February 2019, announced immediate action to balance our footprint by offsetting 100% of our emissions generated from Etsy.com shipping through investment in verified emissions reductions.	Achieve best-in-class sustainable operations, and run a carbon neutral business. Targets: • Source 100% renewable electricity by 2020. • Reduce the intensity of our energy use by 20% by 2025. • Offset 100% of measured Scope 1, 2 and 3 emissions.

\* The statements above regarding our 2020 goals are forward-looking statements and are subject to material risks and uncertainties, including risks related to our corporate social responsibility metrics as set forth in our Annual Report on Form 10-K for year ended December 31, 2019 and subsequent current and periodic reports we file with the SEC.

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# THE E.W. SCRIPPS COMPANY



In Support of Giving Light Corporate Social Responsibility at Scripps	
<p>"Give light and the people will find their own way" is more than the Scripps company motto – it is a cultural calling and a strategic direction. Few companies have the gift of such clarity of purpose. Journalism and the drive to inform and entertain audiences while supporting the economy through advertising and marketing services provide our management and board of directors with the strategic lens for Scripps' value creation and growth.</p> <p>We at Scripps are passionate about the importance of journalism in our democracy – a Fourth Estate that balances government power, holds authority figures and institutions accountable and improves the lives of those we serve. We know that a dynamic and healthy news media is instrumental to a healthy nation that governs itself through transparency and civil discourse. This vision drives our internal priorities and our external partnerships and activities and provides a broad view of the stakeholders to whom we are responsible.</p> <p>In addition to maintaining best practices for corporate governance, as discussed elsewhere in the proxy, Scripps' approach to CSR falls into five general areas.</p>	
<p><b>Objective, Impactful Journalism</b></p> <p>Scripps is dedicated to fulfilling our instrumental role as the Fourth Estate in American democracy.</p> <p>Our objective local and national news coverage empowers people to make informed decisions for their own lives and for their communities. Our investigative journalism plays a crucial watchdog role.</p> <p>In our local media markets, Scripps takes pride in giving back to the places where we live and work through social service projects, by shining light on important local issues such as domestic violence and homelessness, and by sponsoring or emceeing important local philanthropic, civic and business events. Its local television stations serve a critical public-service role in keeping viewers informed during natural disasters, and they host telethons and other fundraising efforts to help those affected.</p> <p>Both the local and national news and information organizations strive to earn and maintain the trust of the public and to be fearless in the pursuit of the truth. Scripps journalists adhere to our journalism ethics practices when gathering and reporting the news and welcome an open dialogue with the public about their news-gathering processes. The Scripps Journalism Ethics Guidelines are available at this URL: <a href="https://assets.scrippsdigital.com/docs/journalism-ethics-guidelines.pdf">https://assets.scrippsdigital.com/docs/journalism-ethics-guidelines.pdf</a>.</p> <p>Also toward this end, Scripps has committed time, talent and other resources to three key issues impacting the important role of journalism in our society:</p> <ul style="list-style-type: none"> <li>• <b>News Literacy.</b> Scripps supports educating Americans on the role of the free press and society's need for robust reporting and energized news operations. The company partnered with The News Literacy Project, a nonpartisan nonprofit organization, to launch the first News Literacy Week in January 2020. The public awareness campaign succeeded in achieving broad consumer reach and wide media support, and another is planned for 2021. Scripps also has an ongoing partnership through which its journalists volunteer in the classroom teaching the News Literacy Project's curriculum to middle and high school students.</li> </ul>	<p><b>Objective, Impactful Journalism</b></p> <p>Scripps is dedicated to fulfilling our instrumental role as the Fourth Estate in American democracy.</p> <p>Our objective local and national news coverage empowers people to make informed decisions for their own lives and for their communities. Our investigative journalism plays a crucial watchdog role.</p> <p>In our local media markets, Scripps takes pride in giving back to the places where we live and work through social service projects, by shining light on important local issues such as domestic violence and homelessness, and by sponsoring or emceeing important local philanthropic, civic and business events. Its local television stations serve a critical public-service role in keeping viewers informed during natural disasters, and they host telethons and other fundraising efforts to help those affected.</p> <p>Both the local and national news and information organizations strive to earn and maintain the trust of the public and to be fearless in the pursuit of the truth. Scripps journalists adhere to our journalism ethics practices when gathering and reporting the news and welcome an open dialogue with the public about their news-gathering processes. The Scripps Journalism Ethics Guidelines are available at this URL: <a href="https://assets.scrippsdigital.com/docs/journalism-ethics-guidelines.pdf">https://assets.scrippsdigital.com/docs/journalism-ethics-guidelines.pdf</a>.</p> <p>Also toward this end, Scripps has committed time, talent and other resources to three key issues impacting the important role of journalism in our society:</p> <ul style="list-style-type: none"> <li>• <b>News Literacy.</b> Scripps supports educating Americans on the role of the free press and society's need for robust reporting and energized news operations. The company partnered with The News Literacy Project, a nonpartisan nonprofit organization, to launch the first News Literacy Week in January 2020. The public awareness campaign succeeded in achieving broad consumer reach and wide media support, and another is planned for 2021. Scripps also has an ongoing partnership through which its journalists volunteer in the classroom teaching the News Literacy Project's curriculum to middle and high school students.</li> </ul>
<p>The E.W. Scripps Company 19 2020 Proxy Statement</p>	

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# EXTENDED STAY AMERICA, INC.



2019 year in review	
<p><b>GOVERNANCE HIGHLIGHTS</b></p> <p>We continue to be an independent public company with a fully independent Board (other than one seat for our President and CEO) and Audit, Compensation, and Nominating and Corporate Governance Committees comprised solely of independent directors. All three of our Audit Committee members are "financial experts" as defined by SEC rules. Three of our seven Board seats continue to be held by women.</p> <p>We continue our practice of asking for your "say-on-pay" advice annually instead of on the minimum three-year cycle required by SEC rules.</p> <p><b>COMPENSATION HIGHLIGHTS</b></p> <p>We have continued the use of our long-term incentive plan of a performance measure based on total shareholder return that we believe best reflects your long-term priorities. We continue to maintain a clawback policy that requires named executive officers ("NEOs") to return excess compensation if a financial restatement indicates that the NEO received greater compensation than he or she actually earned. Equity grants made in 2019 and thereafter continue to have a "double-trigger," requiring that a NEO cease employment in connection with a change in control in order to be entitled to accelerated vesting under our incentive plans.</p> <p>Finally, we have implemented a CEO pay package that uniquely ties a majority of the CEO's pay directly to the Company's stock performance over time through the grant of restricted stock units in respect</p>	<p>of Paired Shares, a portion of which vests on the last day of each calendar month through the end of 2021.</p> <p><b>ENVIRONMENTAL AND SOCIAL HIGHLIGHTS</b></p> <p>2019 marked the eighth year of our program to invest in energy and water conservation projects. Since 2012, we have focused our efforts on multiple opportunities including investments in:</p> <ul style="list-style-type: none"> <li>&gt; low-flow shower heads and toilets;</li> <li>&gt; interior lighting upgrades to energy-saving LED bulbs and fixtures;</li> <li>&gt; exterior parking area upgrades to energy-saving LED lighting;</li> <li>&gt; condensing and tankless hot water heaters that minimize unnecessary heating;</li> <li>&gt; guest room occupancy controls that save energy on unused rooms;</li> <li>&gt; battery storage to increase battery life;</li> <li>&gt; high-efficiency heating, ventilation, and air conditioning equipment; and</li> <li>&gt; high-efficiency laundry equipment.</li> </ul> <p>In addition to improving comfort, safety and security for our guests, these measures have resulted in substantial savings in natural resource use. In 2019, our annual savings compared to pre-2012 usage include:</p> <ul style="list-style-type: none"> <li>&gt; Electricity: 52,134,152 kWh/yr</li> <li>&gt; Natural Gas: 103,318 mmbtu/yr</li> <li>&gt; Water: 489,873,006 gallons/yr</li> </ul>
<p><b>52,134,152</b> kwh/yr electricity savings</p>	<p><b>489,873,006</b> gallons/yr water savings</p>
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# FEDERAL REALTY INVESTMENT TRUST



CORPORATE RESPONSIBILITY AND SUSTAINABILITY	
<p>The consideration of environmental and social issues in all aspects of our business from developing and operating our properties to the well-being of our employees is a key part of creating long-term value for our shareholders. The success of our properties and our business is inextricably tied to our properties being embraced by the local community and reflecting the values of that community and to our employees having an environment in which they can thrive personally and professionally. 2019 exemplified our commitment to these principles:</p>	
	<p>Award of Excellence for Best Sustainable Project and Best Marketing Program Maryland/District of Columbia Chapter of the National Association of Industrial and Office Properties recognized Pike &amp; Rose as the Best Sustainable Project and our Be Sustainable marketing campaign highlighting the sustainable initiatives across 7 of our premier properties in the Washington, D.C. area as the Best Marketing Program</p>
	<p>Green Star Leader (4 stars) Achieved 4 star status for the 4th consecutive year and increased our score in 2019 by 7% over score in 2018</p>
	<p>Green Lease Leader Gold Level Recognized by the Institute for Market Transformation and U.S. Department of Energy's Better Building Alliance for high performance leasing practices that drive shared energy savings and sustainability benefits in buildings</p>
	<p>Alliance for Workplace Excellence Seal of Approval Recognized for Overall Excellence (12<sup>th</sup> consecutive year), Health and Wellness (12<sup>th</sup> consecutive year) and Eco Leadership (9<sup>th</sup> consecutive year) for commitment to balanced leadership and the overall success of our workforce, providing innovative programs for employee health and paving the way for environmentally sustainable workplaces with eco-friendly policies and practices</p>
	<p>Renewable Energy Production Invested nearly \$38 million in solar energy installations at 24 of our properties. Those solar installations represent 13.3 megawatts of installed capacity and today generate over 13 million kWh of electricity on an annualized basis which is enough electricity production to power nearly 1,200 homes for a year</p>
	<p>Investment in LEED Certified Buildings 14 buildings across our portfolio totaling 2.7 million square feet have achieved LEED certification. In addition, Pike &amp; Rose achieved LEED for Neighborhood Development Stage 3 Gold certification, the first such project owned by a real estate investment trust to achieve that certification in the United States</p>
	<p>Unique and Innovative Partnerships Using our property portfolio to promote sustainable initiatives through partnerships with Top Acres for rooftop urban farms, The Best Bee Company to support local bee health and advance global pollinator research and Manna Food Center to donate excess food from restaurants to those in need</p>
	<p>Published our first Corporate Responsibility Report We published our inaugural corporate responsibility report to provide information on our environmental, social and governance efforts that are fundamental to the way in which we have always conducted our business. The report can be found at <a href="#">[insert location]</a>.</p>
<p>3</p>	



### III. Corporate Responsibility and Sustainability

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

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

**Fortune 100 Best Companies to Work For 2020**

- Best Workplaces in Finance (2020)
- Best Workplaces in Insurance (2020)
- Best Workplaces in Real Estate (2020)
- Best Workplaces in Services (2020)
- Best Workplaces in Technology (2020)
- Best Workplaces in Retail (2020)
- Best Workplaces in Healthcare (2020)
- Best Workplaces in Manufacturing (2020)
- Best Workplaces in Transportation (2020)
- Best Workplaces in Energy (2020)
- Best Workplaces in Food & Beverage (2020)
- Best Workplaces in Consumer Goods (2020)
- Best Workplaces in Media & Entertainment (2020)
- Best Workplaces in Telecommunications (2020)
- Best Workplaces in Pharmaceuticals (2020)
- Best Workplaces in Chemicals (2020)
- Best Workplaces in Aerospace & Defense (2020)
- Best Workplaces in Utilities (2020)
- Best Workplaces in Financial Services (2020)

Our strong belief that putting people first matters, and this philosophy begins with our employees and extends from there to our customers, our shareholders and the communities in which we work. — Dennis Gilmore, CEO

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

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

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

Total Greenhouse Gas Emissions<sup>1</sup>  
2017: 1,415,000 tons CO2e  
2018: 1,100,000 tons CO2e  
2019: 1,050,000 tons CO2e  
2020: 1,000,000 tons CO2e  
22% reduction from 2017 to 2020

Annual Sustainability Fair promotes sustainable practices

Annual CDP reporting

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

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

FORTUNE and FORTUNE 100 Best Companies to Work For are registered trademarks of FORTUNE Media IP Limited. From FORTUNE 100 FORTUNE Media IP Limited. All rights reserved. Other trade names: FORTUNE and FORTUNE Media IP Limited are not affiliated with, nor do they endorse products or services of First American Financial Corporation.

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### ESG Overview

**ENVIRONMENTAL**

Focusing on making the environment better by minimizing the impact of our operations and finding opportunities to enhance our ecosystem

**SOCIAL**

Making our communities stronger and Customer's lives brighter by connecting FirstEnergy and its diverse employees to the communities in which we live and serve

**GOVERNANCE**

Demonstrating our commitment, focus and increased accountability to stakeholders by delivering on a transparent corporate responsibility strategy

Proxy Statement Summary

FirstEnergy's Corporate Responsibility efforts are guided by Environmental, Social, and Governance, or ESG principles. These ESG principles reinforce our commitment to our Mission Statement. The Company is dedicated to accountability and transparency of ESG related issues, as well as demonstrating the value that these initiatives present to the Company and our stakeholders.

**Accountability**  
Accountability for Corporate Responsibility at the Company spans the entire organization and starts at the top with the Board's Corporate Governance and Corporate Responsibility committee. In addition, we have a dedicated team of full-time Corporate Responsibility employees within our Strategy organization and is guided by our Senior Vice President, Strategy, and an executive, cross-functional Steering Committee. Together, these teams guide the development of internal and external initiatives to improve long-term sustainability of the Company. To drive accountability in this critical area, our annual cash incentive program includes metrics related to ESG, such as Diversity & Inclusion, environmental matters and safety goals.

**Transparency**  
The Company recognizes that transparency on ESG related issues is a critical component of Corporate Responsibility. In 2019, we focused on increasing our ESG disclosures and transparency. Key examples include:

- Climate Report
- Corporate Responsibility Report and dedicated website at <http://www.fecorporateresponsibility.com/>
- Increased engagement with rating and ranking entities, resulting in increased scores from entities such as RobecoSAM and ISS

**Demonstrating Value**  
In 2020, the Company is focusing on demonstrating the value Corporate Responsibility and ESG initiatives deliver to all our stakeholders. These efforts include:

- Goal setting and policy development driven by the results of a materiality assessment
- Increased alignment with reporting frameworks such as the Task Force for Climate Related Disclosures (TCFD), Global Reporting Initiative (GRI), and the Sustainable Accounting Standards Board (SASB)
- Cross-department projects that demonstrate our commitment to our Mission Statement

**Promoting Strong ESG Policies through Board-level oversight**  
A key driver and component of our success is a strong foundation of Corporate Governance practices and policies that promote transparency, accountability and engagement exemplified by your Board. As further discussed earlier in the Proxy Statement Summary and in the Corporate Governance and Board of Directors Information section below, your Board has:

- Since 2015, elected six new directors and continued to increase your Board's ethnic and gender diversity.
- Added responsibilities to the Corporate Governance and Corporate Responsibility Committee to help efforts on sustainability and corporate responsibility, specifically including ESG topics.

**ENVIRONMENTAL**

Achieved 80% reduction in CO2 emissions from our 2005 baseline

**SOCIAL**

2020 marks the 3rd year for a D&I related KPI

**GOVERNANCE**

ISS Governance QualityScore of 1, the best possible rating in its scoring designed to assess governance risk.

Total of 03 pages in section



### FLOWERVE 2.0 THE TRANSFORMATION – Our Corporate & Social Responsibility

Guided by our values, we aim to create extraordinary flow control solutions to make the world better for everyone. We operate through governance practices that are consistent with our high standards of ethics, integrity and transparency in all our stakeholder relationships, including attracting and retaining world-class leadership talent by investing in their professional development and providing them with challenging and rewarding opportunities for personal growth, obtaining high standards of corporate citizenship by protecting the health and safety of our employees, and safeguarding the environment and communities where we do business. With executive-level participation and Board oversight of the program, sustainability has top-down support and is a company-wide priority.

**Marketplace – Purpose**

Flowserve moves, controls and protects the flow of materials in the world's most critical industries, including oil & gas, renewable energy, chemicals, power generation, and water. Customers worldwide rely on our product lines, engineering, project management and service expertise to help solve the biggest flow control challenges.

**Workplace – Our Values**

We lived our values throughout 2019 through programs like safety week, providing enterprise leadership development and empowerment training, investing in research and development, the launch of our new code of conduct, and the implementation of process improvements, including Flowserve Lean Systems, our Zero Defects program, and manufacturing intelligence and integration.

**Community – Flowserve Cares**

Flowserve Cares is our new community impact program that takes a global approach to the way we serve our communities, including through monetary donations, in-kind contributions and volunteerism supporting local organizations in the communities where our employees and customers live and work. Flowserve Cares focuses on at-risk youth, STEM programs and education, disaster recovery and local community-related issues. To date, we have supported more than 100 non-profit organizations globally.

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### Corporate Governance

#### Corporate Social Responsibility

**Corporate Social Responsibility ("CSR") Highlights**

We have many operating companies that participate in a variety of end markets. But we are all guided by our shared purpose—to deliver essential technology for the people who accelerate progress. In today's world, so much of innovation and progress centers around the development of new technologies to improve the quality of life, finding ways to live and work safely, and improving our health, infrastructure and environment. Our shared purpose means that we are ideally suited to contribute to these efforts.

Our shared purpose and values, which are embedded deep within our culture, guide our CSR strategy just as they guide all of our strategic priorities. They will influence new products we create, how we operate, and how we engage with our stakeholders. They will help us attract and keep people who share our values and our commitment to a sustainable future.

In the context of CSR, we have two unique and powerful accelerators. One is that our businesses have a direct impact on pressing global issues like workplace safety, alternative fuels, transportation efficiency, and infection prevention. The second is that our deeply ingrained culture of continuous improvement, driven by the Fortive Business System, gives us the toolset and the mindset to continually learn from our successes and failures, grow as individuals and teams, and keep raising our own bar.

**Key Pillars to Our Social Responsibility**

Through our materiality assessment, we identified seven core pillars—or focus areas—for Fortive's CSR strategy. We then aligned these pillars with our values, which drive our strategic priorities and our key performance indicators. This framework positions us for long-term impact and continuous improvement across the many aspects of social responsibility.

**WE BUILD EXTRAORDINARY TEAMS FOR EXTRAORDINARY RESULTS**

Empower our talented global team to contribute in meaningful ways

Create positive impacts in our communities

**FORTIVE VALUES**

**CUSTOMER SUCCESS INSPIRES OUR INNOVATION**

Provide innovative products and services that make the world a better place

Source responsibly

**WE COMPETE FOR SHAREHOLDERS**

Integrity, compliance and risk management

Corporate governance

**FORTIVE VALUES**

**KAIZEN IS OUR WAY OF LIFE**

Environmental stewardship

FORTIVE 2020 Proxy Statement 29

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## FRESH DEL MONTE PRODUCE INC.



**CORPORATE GOVERNANCE**

**Compensation Risks**

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

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

**Sustainability Initiatives**

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

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

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



**Garrett**  
ADVANCING MOTION

**We Care 4**

<p><b>CLEANER, SAFER VEHICLES</b></p>	<p><b>TURBO TECHNOLOGIES</b></p>	<p><b>ELECTRIFICATION</b></p>	<p><b>CONNECTED VEHICLES</b></p>
<p><b>CULTURE OF INNOVATION</b></p>	<p><b>DEVELOPING OUR EMPLOYEES</b></p> <p>Skills Development Diversity &amp; Inclusion Health, Safety &amp; Wellbeing</p>	<p><b>EDUCATING FUTURE INNOVATORS</b></p> <p>Internship &amp; Graduate Program University research sponsorship Community STEM education</p>	
<p><b>RESPONSIBLE OPERATIONS</b></p>	<p><b>MANAGING OUR ENVIRONMENTAL IMPACT</b></p> <p>Energy &amp; GHG emissions Waste management Water management</p>		<p><b>BEHAVING ETHICALLY</b></p> <p>Business Ethics Responsible Procurement Cybersecurity</p>

**Sustainability Commitments**

Our WeCare4 sustainability approach, defined in 2019 following Garrett's first materiality assessment, focuses on two essential building blocks required to successfully achieve our mission:

**Culture of Innovation**

- Developing our people
  - We encourage our employees to fulfill their potential and support their development through a comprehensive annual performance review and objective-setting process, training and development opportunities, including a catalogue of approximately 1000 web-based learning modules, and leadership training for managers.
  - Our Diversity and Inclusion Committee drives a global network of diversity and inclusion champions and policy improvements, as well as awareness activities such as unconscious bias training and cultural adaptation online learning.
  - World-class health and safety considerations are integrated into Garrett's procedures and processes. Health and safety are an integral aspect of the design of our products, processes and services, and the lifecycle of our products.
  - Our management systems apply a global standard that provides protection of human health during normal and emergency situations.
- Educating future innovators
  - Garrett places a high value on Science, Technology, Engineering and Math ("STEM") research and learning opportunities that provide young people with the skills needed to develop the future of sustainable mobility. The Company sponsors higher education institutes in several countries to further critical research in technical areas and provide students with opportunities to study STEM programs.
  - We support STEM awareness in our host communities, holding regular open days for school children with a specific focus on encouraging girls to take an interest in STEM.
  - The Company launched its internship and graduate program in 2019 and sponsors Formula SAE and Formula Student teams in several countries.

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## GATX CORPORATION



**CORPORATE GOVERNANCE**

**Sustainability and Corporate Citizenship**

**GATX'S VISION IS TO BE RECOGNIZED AS THE FINEST RAILCAR LEASING COMPANY IN THE WORLD BY OUR CUSTOMERS, SHAREHOLDERS, EMPLOYEES, AND THE COMMUNITIES WHERE WE OPERATE.**

Consistent with our vision, we are committed to growing our business in a sustainable and socially responsible manner, and we demonstrate our commitment through our programs and initiatives. We maintain a Corporate Social Responsibility page on our website ([www.gatx.com](http://www.gatx.com)) to highlight our environmental and social responsibility accomplishments and provide key performance data to our shareholders. Sustainability is integrated into our operations, and we have an Environmental, Health, and Safety (EHS) organization that is focused on maintaining a safe and healthy working environment, demonstrating environmental leadership, and meeting or exceeding regulatory compliance standards.

We believe that investing in operating our business in a sustainable manner, investing in our people, and investing in our communities is key to achieving sustainable growth over the long-term for the benefit of our shareholders:

<p><b>EHS</b></p> <ul style="list-style-type: none"> <li>• Transporting goods by rail is more fuel efficient than other modes of transportation.</li> <li>• Committing to conducting business in an environmentally and socially responsible and ethical manner.</li> <li>• Protecting the health and safety of our employees and the communities where we operate.</li> <li>• Investing in programs to make our railcar maintenance operations, vessels, and offices more efficient in order to minimize environmental impact.</li> </ul>	<p><b>People</b></p> <ul style="list-style-type: none"> <li>• Encouraging diversity and inclusion in our workforce, and respecting local cultures where we do business.</li> <li>• Investing in training, diversity, benefit programs, and education to help us attract and retain the best and the brightest in the industry.</li> <li>• Committing to operate our business consistent with the highest standards of honest and ethical behavior.</li> </ul>	<p><b>Communities</b></p> <ul style="list-style-type: none"> <li>• Investing in civic engagement initiatives to support the communities where we live and work.</li> <li>• Encouraging employee involvement in their local communities through charitable donations and by offering opportunities for them to tutor, mentor, build playgrounds, paint schools, work at food banks and shelters, and participate in food, clothing, and toy collection drives each year.</li> </ul>
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GATX CORPORATION - 2020 Proxy Statement 15

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## GENERAL MILLS, INC.



**CORPORATE GOVERNANCE**

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

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

**Sustainability and Social Responsibility**

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

**Sustainability Leadership Structure**

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

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

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

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GENERAL MOTORS COMPANY



**SPOTLIGHT ON KEY ESG INITIATIVES**  
Environmental & Sustainability Highlights

**\$2.2 billion**  
Investment in our Detroit-Hamtramck Assembly Plant, which will be the first GM plant fully dedicated to the manufacturing of EVs and will support 2,200 jobs.

**\$20 billion**  
The capital and engineering resources we will allocate to EV and AI programs between 2020 and 2025.

**5**  
Number of consecutive years that GM has been the only automaker placed on the Dow Jones Sustainability Index for North America and the third time named to the DJSI World Index.

**100%**  
All global electricity needs will be supported by renewable energy by 2040, 30 years earlier than our previous commitment. Key milestones include achieving 60% globally by 2025 and 100% in the U.S. by 2030.

**50%**  
By 2030, in partnership with our suppliers, at least half of GM automotive parts will be made with sustainable materials, moving us even closer to a circular economy.

**60%**  
Growth in Cruise's workforce in 2020. Most of these new hires are engineers, who are working on Cruise's core challenge of bringing a autonomous vehicles with superhuman levels of safety to market.

**46%**  
Reduction in rear-end crashes in GM vehicles equipped with Automatic Emergency Braking (or Forward Automatic Braking) with Forward Collision Alert, according to a study conducted in partnership with the University of Michigan Transportation Research Institute.

**70%**  
The reduction of cobalt used in GM's new proprietary battery technology Ultium.

**9**  
The number of years that GM has been named a U.S. EPA Energy Star® Partner of the Year—Sustained Excellence in Energy Management.

**Top 100**  
For the third consecutive year, GM ranked in the top 100 of Corporate Responsibility Magazine's Best Corporate Citizens, which recognizes outstanding environmental, social and governance transparency and performance among the 1,000 largest U.S. public companies.

**CDP "A" List**  
GM received a global leader in sustainable water management, achieving a place on CDP's prestigious Water Security & List. The Company also received a 100 percent score on disclosure of climate change risk.

**S&P 500**  
GM was included on the S&P 500 ESG Index, which launched in 2019 and recognizes strong performance in environmental, social and governance factors.

**30 GENERAL MOTORS** | 2020 PROXY STATEMENT

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P.H. GLATFELTER COMPANY



**Sustainability – Our Approach to ESG**

**Overview**

Our commitment to sustainability and being a responsible corporate citizen has been longstanding since our founding in 1854. It is reflected in our Core Values of Integrity, Financial Discipline, Mutual Respect, Customer Focus, Environmental Responsibility, and Social Responsibility. We operate our business in line with those values, and we contribute to the health, well-being and everyday living of millions of people around the world. Our existing products contain mostly plant-based fibers and are engineered for performance.

As a result of the strategic transformation that we have undertaken over the last few years, "the new Glatfelter" consists of two global operating segments – Composite Fibers and Aramid Materials – serving high-value, niche nonwovens growth markets. To accelerate that transformation, we have implemented a functional operating model that enables us to work across the enterprise to address areas such as supply chain effectiveness, product innovation and sustainability. We believe these initiatives are important in our transformation to a less capital-intensive business that consistently meets and exceeds our shareholders' expectations.

In 2019 and continuing into 2020, Glatfelter is implementing several measures to formalize our sustainability program under the ESG (Environmental, Social, Governance) pillars. These recent activities include:

- Forming a cross-functional ESG steering committee (co-led by the Legal and Investor Relations functions), whose primary role includes setting the sustainability/ESG strategy and providing implementation support to Glatfelter's businesses and facilities.
- Publishing on our website a formal Sustainability Policy, which complements our existing Global Health and Safety Policy, Environmental Policy, Quality Statement, The Glatfelter Code of Business Conduct, and other Corporate Governance documents, all of which are posted on our website.
- Conducting a materiality assessment process to identify our ESG priorities. Our process included peer and industry research, internal stakeholder interviews, ESG steering committee workshop, reference to ESG ratings and sustainability standards (most notably the Global Reporting Initiative, Sustainability Accounting Standards and U.N. Sustainable Development Goals), and application of best practices. We evaluated topics based on their potential impact on Glatfelter, the Company's ability to impact them and our stakeholders' interest in the topics. We settled on seven priorities, which are organized along the E, S and G pillars.

**Our ESG / Sustainability Priorities**

**30 GENERAL MOTORS** | 2020 PROXY STATEMENT

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THE GOLDMAN SACHS GROUP, INC.



**STAKEHOLDER ENGAGEMENT – SPOTLIGHT ON SUSTAINABILITY**

**Spotlight on Sustainability**

**We believe executing a best-in-class sustainability strategy is central to our long-term success.** Sustainability is top of mind for our clients and front and center for the next generation of talent. We address sustainability in various ways, including through:

- Sustainable finance** — Core to how we serve our clients, we are committed to driving commercial solutions to advance this focus. This is reflected in the launch of our new Sustainable Finance Group and our new \$750 billion sustainable finance target.
- Integration of sustainability across our firm** — Sustainability is central to how we manage our operations and invest in our people and our communities.

We believe that successfully delivering on our sustainability strategy will help drive returns for our shareholders.

More information can be found in our annual Sustainability Report, available at [www.gs.com/sustainability-report](https://www.gs.com/sustainability-report). Our 2019 report will be available at the end of April 2020.

**Our Commitment to Sustainable Finance**

In December 2019, we announced a new target of **\$750 billion** in sustainable finance by 2030, focusing on climate transition and inclusive growth. This commitment encompasses financing, investing and advisory activity spanning nine sustainable growth themes:

To better deliver our leading expertise and capabilities in these areas to our clients, we formed a new Sustainable Finance Group to partner with our various business divisions to deepen capabilities and knowledge in sustainable finance, as well as to help drive our efforts toward our commitment.

**Ongoing Focus on Environmental & Social Risk Management**

In connection with our sustainable finance commitment, we also enhanced our Environmental Policy Framework guidelines for carbon intensive sectors to reflect that we will:

- No longer engage in direct financing of new thermal coal development (new power plants and coal mines);
- Engage with clients to help them diversify away from thermal coal and reduce carbon emissions with the goal of helping their climate transition; and
- Not directly finance new upstream oil exploration and production in the Arctic, including in the Arctic National Wildlife Refuge.

**Enhancements in our Operations and Reporting**

We have also broadened our reporting efforts and operational goals over the past year, including:

- Reporting in our Sustainability Report for the first time under the Sustainability Accounting Standards Board (SASB) (the first U.S. bank to do so);
- Announcing our support for the Task Force on Climate-related Financial Disclosures (TCFD) and planning to further enhance our disclosure through a TCFD-aligned report; and
- Expanding our 2025 sustainable operational goals, including with respect to carbon neutrality for business travel, renewable energy procurement, reductions in usage of plastics and other disposables, and increased spend with diverse vendors.

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

THE GOODYEAR TIRE & RUBBER COMPANY



**GOOD YEAR**

**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**  
Corporate Responsibility

**Corporate Responsibility**

Goodyear has a longstanding commitment to corporate responsibility. We listen and respond to market trends; customer needs; supplier and partner capabilities; and investor interests and are focusing on expanding our corporate responsibility transparency in response to stakeholder requests. Our corporate responsibility framework, Goodyear Better Future, illustrates our high-priority environmental, social and governance topics.

Goodyear's Board Committee on Corporate Responsibility and Compliance oversees our corporate responsibility objectives and regularly monitors our progress towards achieving them. Our Vice President, Global Environmental, Health, Safety and Sustainability meets with the Committee annually to align and review our strategy, goals and progress.

We recently launched our Goodyear Better Future corporate responsibility governance structure to better enhance transparency, alignment and communication on high-priority topics, corporate strategy and stakeholder interests at all levels of the organization.

The **Better Future Steering Committee** is responsible for ensuring functional goals are established and aligned with corporate strategy for Goodyear's high-priority topics and for advancing our communications to external stakeholders.

The **Better Future Working Group** is made up of the program managers of each of our high-priority topics. Members are responsible for developing goals and targets for each topic, ensuring leadership alignment to commitments, and regularly sharing updates to enhance cross-functional collaboration.

The **Better Future Associate Council** is a cross-functional group of associates that identify and implement location-specific initiatives aligned to our high-priority topics. We recently launched the Akron council and plan to expand to other Goodyear locations globally in coming years.

Collectively, this governance structure is helping to grow internal awareness and engagement around Goodyear Better Future initiatives while enhancing our communication to key stakeholders.

**PRIORITIZATION & GOVERNANCE**

**COMMUNICATION**

In Goodyear's Strategy Roadmap, we address the importance of developing great products and services that anticipate and respond to the needs of customers and consumers while building the value of our brand and focusing on our quality and efficiency. Our Goodyear Better Future framework supports our Strategy Roadmap, summarizing what we believe and where we will focus. The pillars of our Better Future framework are highlighted below, along with key metrics and updates for each pillar.

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# HEIDRICK & STRUGGLES INTERNATIONAL, INC.



**GOVERNANCE**

Heidrick is a leadership advisory firm, assisting a broad range of clients across the globe in achieving their long-term business objectives by helping them to improve the effectiveness of their leadership teams. More specifically, the Company provides executive search and leadership consulting services through the expertise of its experienced consultants located in major cities around the world.

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")**

At Heidrick, we help our clients change the world, one leadership team at a time. Heidrick recognizes the importance of ESG issues to stockholders and formed a global cross-functional team, including members of our Legal Department, Human Resources Department and our Sustainability practice, among others, to monitor our ESG efforts.

Our ESG priorities are centered around three foundational pillars which have both internal and client-facing significance:

- Data Ethics & Integrity
- Culture & Community
- Governance & Transparency

**Data Ethics & Integrity**

- Our clients are increasingly seeking data-driven insights about leaders, teams and organizations to guide them through a world with increasing complexity and ramifications on decisions. Through our commitment to the ethical use of data in our client solutions, we have built better tools for assessment that allow our clients to make better leadership decisions. We regularly assess our tools and client solutions in an effort to reduce bias and other factors that may inappropriately impact the leadership decisions our clients make. We believe data opens our clients to new candidates and innovations and allows them to make more informed choices and have a greater impact on the world.
- Our standing as an industry leader is built on us earning the trust of those with whom we interact every day. By acting with integrity with each client, candidate and participant with whom we interact, Heidrick is able to serve as a trusted advisor to our clients as they work to build leadership teams, and our candidates and participants as they look to shape their careers. Integral to our commitment to integrity is our culture of accountability.
- Heidrick is entrusted with storing and transmitting sensitive information about our clients, the candidates we assess and the participants in our consulting processes. Our candidates and participants are also seeking greater transparency and empowerment on the use of their personal information. We have committed to our candidates and participants worldwide to put their Privacy FIRST, treating their personal information with Fairness, Integrity, Reliability,

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# HESS CORPORATION



**Environmental, Social and Governance Disclosure and Transparency**

Hess is committed to transparency. The company's disclosures, including our annual Sustainability Report, are informed by the TCFD and the oil and gas industry metrics published by the Sustainability Accounting Standards Board ("SASB"). Our website [www.hess.com](http://www.hess.com) contains information on our environmental and social policies and programs. Hess is recognized as a leader in environmental, social and governance disclosure and transparency.

- 11 consecutive years Leadership status (CDP)
- 10 consecutive years on North America Index (DJSI)
- 10 consecutive years on USA ESG Leaders Index (MSCI)
- 7 consecutive years on U.S. Index (FTSE4Good)
- No. 1 oil & gas company 12 consecutive years on list
- Only U.S. oil & gas company
- Oil & gas top performer
- 1 of only 5 oil & gas companies on list

**Strong Governance Practices**

- Independent directors (9 of 10 nominees)
- Independent chairman
- Over 75% of the board refreshed since 2013
- Annual board and committee evaluations
- Stockholder proxy access
- Annual election of directors
- Strong risk-oversight culture
- No poison pill
- Stock ownership policy for executives and directors
- Majority vote for director elections
- Annual CEO performance evaluation led by the board
- Independent board committees, including two with female leadership
- Engagement with stockholders representing approximately 70% of outstanding shares

**Risk Oversight**

The board of directors has oversight of the company's risk management policies with an emphasis on understanding the key enterprise risks affecting the company's business and the ways in which the company attempts to prudently mitigate such risks, to the extent reasonably practicable and consistent with the company's long-term strategies. Periodically, the chief risk officer presents a comprehensive review of the company's enterprise-level risks, the status of the enterprise risk program and risk management strategies utilized by the company under its corporate risk policy to the audit committee, which has been delegated primary responsibility for oversight of the company's risk management practices. The audit committee and the board will also receive updates at meetings during the year on any particular matters relating to specific risks that management believes needs to be brought to the attention of the committee or the board. Additionally, each of the board's committees is assigned with overseeing risk management specific to their scope of responsibilities.

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# HONEYWELL INTERNATIONAL INC.



**03 | CORPORATE RESPONSIBILITY AND SUSTAINABILITY**

**CORPORATE RESPONSIBILITY AND SUSTAINABILITY**

Honeywell takes seriously its commitment to corporate social responsibility, protection of our environment, and creation of sustainable opportunity everywhere it operates. This unwavering commitment underlies the principle that good business, economic growth, and social responsibility go hand-in-hand. Honeywell's Environmental, Social, and Governance (ESG) initiatives are aligned with the Company's long-term strategy, both informing and supporting Honeywell's strategic plans. This alignment emerges from the inclusion of Environmental and Social (ES&S) considerations in scenario planning and other strategic processes where ES&S-related business risks and opportunities are identified and addressed.

The Board's well-informed and proactive engagement and oversight extends to ESG initiatives in four principle ways:

- The Corporate Governance and Responsibility Committee (CGRC) has primary jurisdiction for managing risks and opportunities associated with ESG, meeting at least once a year with the Corporate Vice President of Health, Safety, Environment, Product Stewardship and Sustainability (HSEPS), the Senior Vice President for Government Relations, the Senior Vice President for Human Resources, Security and Communications, and other leaders with responsibility for ESG to present and discuss various ESG topics.
- Direct Audit Committee and Board engagement with ESG risk areas through a robust and comprehensive Enterprise Risk Management program.
- Direct Board engagement on select ESG topics. In the past 12 months, management has presented to the Board on a variety of ESG initiatives such as employee diversity, sexual harassment compliance, safety, business continuity, and environmental matters.
- Feedback from engagement with shareholders. The Board values our shareholders' perspectives on corporate responsibility and sustainability, and we (often times with our Lead Director or CGRC Chair) engage directly with our shareholders throughout the year to discuss the Company's activities, goals, and achievements in these areas and to hear our shareholders' views and suggestions so that the feedback can be provided to our directors.

**PERFORMANCE CULTURE**

Honeywell's ability to succeed for our shareholders, customers, suppliers, employees, and communities requires that we foster a high-performance culture that is grounded in our foundational principles. Our performance culture is defined by a set of 9 Behaviors. At their foundation is a commitment to Integrity and Ethics, Inclusion and Diversity, and Workplace Respect, fundamental values that underlie everything we do.

**FOUNDATIONAL PRINCIPLES**

- Integrity and Ethics
- Inclusion and Diversity
- Workplace Respect

**9 BEHAVIORS**

- Have a Passion for Winning**
  - Beat the competition
  - Flawless accountability for getting results
- Be Committed**
  - Act like you own this place
  - Lead by example and work hard
- Be a Zealot for Growth**
  - Obsess over growth and customers
  - Understand what creates value for customers
- Be Courageous**
  - Take on seemingly impossible goals
  - Confront problems directly and face adversity head on
- Go Beyond**
  - Over deliver on commitments
- Inspire Greatness**
  - Set high expectations
  - Achieve things you and your team never thought possible
- Become your Best**
  - Seek and accept feedback
  - Bounce back from disappointments
- Act with Urgency**
  - Move with lightning speed
  - Use speed as a differentiator
- Think Big... Then Make It Happen**
  - Be willing to re-examine almost anything
  - Innovate with agility

Honeywell | Notice and Proxy Statement | 2020 | 30

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# HOST HOTELS & RESORTS, INC.



**Value Creation Through Sustainability Leadership**

We are committed to enhancing the value and profitability of our hotels through sustainable business practices. Our strategic framework follows three themes to inform the integration of sustainability into our business and guide engagement with our corporate responsibility stakeholders.

**Responsible Investment**  
Evaluate opportunities to address climate change risks, invest in proven sustainability practices and enhance asset value while improving environmental performance.

**Environmental Stewardship**  
Set environmental targets, monitor the performance of our responsible investments and measure our progress toward improving the environmental footprint of our properties.

**Corporate Citizenship**  
Strengthen our local communities through financial support, community engagement and volunteer service.

**\$175M** Engineering projects with sustainability benefits 2015-18

**600+** Projects with sustainability attributes completed 2015-18

**\$25M** Expected annual utility savings from combined investments 2015-18

**200+** Charities supported 2019

**160+** Employee-selected community investments 2019

**New 2025 Environmental Targets**

GHG Reduction (Per Square Foot)	35%	Energy Reduction (Per Square Foot)	25%	Electricity Use from Renewable Energy	30%	Water Reduction (Per Occupied Room)	25%	Waste	75%
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**2019 Accomplishments & Recognition**

- DJSI World & North America Listed
- #1 Hotels & Green Star (7th consecutive year)
- Nareit 2019 Leader in the Light Winner (2014, 2015, 2017 - 2019)
- A List (A score for the fifth year)
- LEED certified properties
- 84% of U.S. hotels distinguished by the TripAdvisor GreenLeaders Program
- 1st Hospitality company to have its greenhouse gas emissions verified

For more information on our corporate responsibility program, visit our website at [www.hosthotels.com](http://www.hosthotels.com). Please also refer to our 2019 Corporate Responsibility Report, which follows the Global Reporting Initiative (GRI) disclosure framework.

HUDSON PACIFIC PROPERTIES, INC.



HUDSON PACIFIC PROPERTIES INC.  
Proxy Statement | 2020

**CORPORATE RESPONSIBILITY HIGHLIGHTS**

We enhanced and refined our Corporate Responsibility platform and related initiatives in 2019. Significant milestones and accomplishments include:

- Released inaugural Corporate Responsibility Report
- Hired Vice President, Sustainability and Social Impact to lead related efforts
- Formed Board Sustainability Committee chaired by independent director, Christy Haubegger
- Executed Renewable Energy Agreement to offset 100% of electricity-generated GHG emissions
- Received Global Real Estate Sustainability Benchmark (GRESB) 4-Star and Green Star designations
- Awarded ENERGY STAR Partner of the Year
- Recognized as a Green Lease Leader
- Received National Association of Real Estate Investment Trusts (Nareit) Leader in the Light "Best New Entry" award
- Pledged \$500,000 to Union Rescue Mission to Address Homelessness in Los Angeles and continued support to other homeless service organizations throughout our markets
- Recognized as a Winning "W" company for 2019 by 2020 Women on Boards (2020WOB) for having a board comprised of at least 20% females

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HYATT HOTELS CORPORATION



In making independence determinations, in addition to the relationships described below under "Certain Relationships and Related Party Transactions," the board of directors considered that certain of these directors serve or previously served together on other boards of directors, not-for-profit boards of directors and charitable organizations, certain directors serve as non-management directors or executive officers of companies with which Hyatt does business, and certain directors are affiliated with charitable organizations that received contributions from Hyatt of amounts within the criteria set forth in our Corporate Governance Guidelines. The board of directors also took into account that certain entities affiliated with the directors paid amounts to Hyatt for room accommodations and meeting space in the ordinary course of business.

**Stockholder Outreach**

Hyatt believes that long-term stockholder value is supported by ongoing dialogue with the Company's stockholders and the broader investment community. Our management team engages with the investment community to discuss business fundamentals, strategy, and financial results each year. These engagements consist of numerous in-person meetings, teleconferences, participation in investor conferences and hosted visits at the Company's headquarters in Chicago, and include a substantial number of our existing stockholders. We believe these meetings ensure that management and the Board are aware of our stockholders' priorities and are able to address them as appropriate.

**Global Environmental and Social Responsibility**

**2020 Goals**

- Reduce greenhouse gas emissions per square meter by 25% compared to 2006 in each region
- Reduce water use per guest night by 25% compared to 2006 in each region
- Divert 40% of landfill waste at managed properties
- Hire 10,000 opportunity youth through our global initiative RiseHY as of February 2020, we have reached 2,261 hires

**Our Purpose In Action**

Our purpose — to care for people so they can be their best — is at the heart of how we care for our guests and colleagues and is an essential element to the advancement of care for all of our stakeholders, including our guests, colleagues, customers, owners, and the communities in which our hotels operate around the globe. Our global corporate responsibility program, an extension of our purpose, is focused on fostering environmental stewardship, supporting resilient business practices in our operations, strengthening our community impact through volunteerism, philanthropy, and disaster relief, advocating for human rights, and promoting an inclusive workplace that allows our colleagues to grow and be themselves. We continue to evolve our programs and develop meaningful goals to measure our progress and impact within and beyond the walls of our hotels. We recognize that by putting our purpose into action, we can have a positive impact on the communities we serve and help promote a world of understanding and care.

**Key Areas for Advancing Environmental Responsibility**

**Caring for the planet is an important way in which we care for people. A stable climate and access to clean air, water, and natural resources is essential for people to be their best. Since launching our 2020 Environmental Sustainability Vision in 2014, we have made significant strides towards our goals.**

- We focus on data-led progress using Hyatt EcoTrack, our global database, through which we track environmental sustainability metrics across hotels and which provides dashboards for monitoring performance and progress towards goals;
- We surpassed our goal to reduce greenhouse gas emissions per square meter by 25% in all regions when compared to 2006, two years ahead of our goal date;

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IBM



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

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

**Products, Services and Solutions**

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

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

**Workplace Diversity and Inclusion**

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

**Environmental Programs**

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

**Supply Chain**

IBM addresses the environmental and social responsibility aspects of the Company's global supply chain, which includes more than 13,000 members. The Company maintains a robust supplier diversity and responsibility program:

- IBM's direct suppliers are required to comply with the Responsible Business Alliance Code of Conduct.
- IBM spends billions of dollars with global diverse first-tier suppliers.

**Social Impact**

Social impact is built into our business. We apply our technology and talent to make a positive impact — through our operations, in our practices and by taking clear stands on issues that matter. This approach, in which technology is used to benefit society, builds on the legacy of IBM's leadership in social responsibility. That's what #GoodTechIBM means.

- 220 P-TECH schools across 24 countries with 600 industry partners
- Hundreds of millions in global contributions, including technology and IBMers' time, invested annually to address the world's greatest challenges

A comprehensive look at IBM's contributions to the U.N. Sustainable Development Goals can be found at [https://www.ibm.com/ibm/ourcommitment/ibm/ibm\\_sdg/2020.pdf](https://www.ibm.com/ibm/ourcommitment/ibm/ibm_sdg/2020.pdf).

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INTEL CORPORATION



**CORPORATE RESPONSIBILITY**

Our commitment to corporate responsibility and sustainability—built on a strong foundation of transparency, governance, and ethics—creates value for Intel and our stockholders by helping us mitigate risks, reduce costs, build brand value, and identify new market opportunities. We set ambitious goals for our company and make strategic investments to advance progress in the areas of environmental sustainability, supply chain responsibility, diversity and inclusion, and social impact that benefit the environment and society. Through our technology, we enable more people to harness the power of data to help address society's most complex issues—from climate change and energy efficiency, to economic empowerment and human rights.

We established formal Board-level oversight responsibility for corporate responsibility in 2003 and, since 2006, have linked a portion of employee and executive pay to corporate responsibility factors. This year, we arrive at an important milestone in our journey as we finalize our 2020 corporate responsibility goals and launch new 2030 goals and aspirations for the next decade. We are proud of the results we have achieved to date—but as we look toward the next decade we know that even greater leadership will be required. We look forward to sharing our new 2030 goals later this year, enabling Intel to continue our leadership and to collaborate with others to achieve wider global impact.

A foundational element of our approach to corporate responsibility is our commitment to transparency, and we regularly evaluate the effectiveness of our reporting on our ESG reporting based on review of external reporting frameworks and direct feedback from our stockholders and other stakeholders. For more information on how our focus on corporate responsibility creates value for Intel and our stockholders, see the "Our Capital" section on page 40 and in our 2019 Annual Report on Form 10-K, as well as our most recent Corporate Responsibility Report.

Intel 2020 PROXY STATEMENT | Corporate Responsibility 39

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## INVENTRUST PROPERTIES CORP.



**Corporate Responsibility and Sustainability**  
 Since 2013, we have participated in compiling and reporting on Environmental, Social and Governance (“ESG”) metrics with Global Real Estate Sustainability Benchmark (“GRESB”), a benchmarking firm for ESG data of real assets. We believe we can enhance our communities, conserve resources and foster a best-in-class working environment while growing long term shareholder value. We remain committed to transparency in our investment strategy with a focus on operating efficiency, responding to evolving trends, and addressing the needs of our tenants and communities by continuing to fully integrate environmental sustainability, social responsibility, and strong governance practices throughout our organization. The following reflects our efforts to maintain and continue to fully integrate environmental sustainability, social responsibility, and strong governance practices throughout our organization.

	<b>ESG Strategy</b>	<ul style="list-style-type: none"> <li>Approved oversight of environmental and social matters by our Board, with reporting to be done annually on strategy and performance.</li> <li>Management of social and environmental capital embedded in our investment strategy, corporate culture and shareholder engagement process.</li> <li>Membership in industry sustainability organizations including GRESB</li> </ul>
	<b>Highlights</b>	<ul style="list-style-type: none"> <li>InvestTrust has been involved with the Global Real Estate Sustainability Benchmark survey since 2013</li> <li>Ranked 4 out of 6 in its peer set and achieved 2 GRESB Stars</li> <li>InvestTrust has continued to expand on implementing the key principles of ESG and has an ongoing commitment to maximize value for its stakeholders in the long-term while conducting business in a socially, ethical and environmentally friendly manner</li> </ul>
	<b>Principle</b>	<i>IVT is focused on promoting a sustainable culture through education, awareness, and opportunity in order to preserve our communities' valuable resources for future generations.</i>
	<b>Initiatives</b>	<ul style="list-style-type: none"> <li>Energy Management - Lighting efficiency and increased light overall through a robust program of changing existing lighting to LED fixtures.</li> <li>Water Management - Water Management system being implemented to track usage and establish reduction goals.</li> <li>Waste Diversion - Fully implemented programs of recycling and waste reduction across the portfolio.</li> <li>Xeriscape - Implementing Xeriscape wherever possible to encourage green planting and minimizing water requirements.</li> </ul>
	<b>Principle</b>	<i>Our people give us a competitive advantage - we strive to hire and retain the best in Real Estate</i>
	<b>Initiatives</b>	<ul style="list-style-type: none"> <li>We invest in our people through tuition reimbursement, continued education and training programs</li> <li>Superior benefits for superior performance - Our program focuses on our employees' health &amp; well-being, financial security and work-life balance</li> <li>Empower employees to participate in social and philanthropic company sponsored events</li> <li>47% of positions at a level of VP and above are held by women</li> </ul>
	<b>Principle</b>	<i>The structure and practices of the IVT Board of Directors is committed to independence, education and transparency.</i>
	<b>Initiatives</b>	<ul style="list-style-type: none"> <li>5 of our 7 independent directors were appointed within the last 3 years.</li> <li>Appointed the first female Chairperson in the Company's history in 2017.</li> <li>The Board conducts an annual robust review of all its governing documents to ensure that the company is current and relevant regarding governance trends.</li> <li>Each new director goes through an on-Boarding process to integrate them into the Company, its practices and its people.</li> </ul>

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## INVESCO LTD



over a four-year period. Performance-based equity awards for executive officers are subject to a three-year performance period and three-year cliff vesting. The achievement of financial performance for the performance-based equity awards must be certified by the compensation committee and the awards are subject to a clawback. Executive officers are also subject to our stock ownership policy.

The audit committee routinely receives reports from the control functions of finance, legal, compliance and internal audit. The Global Head of Internal Audit reports to the Chair of the audit committee. The audit committee oversees the internal audit functions planning and resource allocation in a manner designed to ensure testing of controls and other internal audit activities are appropriately prioritized in a risk-based manner. The audit committee also seeks to assure that appropriate risk-based inputs from management and internal audit are communicated to the company's independent public auditors.

**Environmental, social and governance (“ESG”) responsibility**  
 Invesco's differentiated approach to ESG topics pursuant to our investment stewardship and corporate stewardship efforts is guided by our purpose - to deliver an investment experience that helps people get more out of life. We are rooted in the belief that our role as one of the world's leading independent investment management organizations is to serve as a trusted partner to our clients, shareholders, employees and communities, including our natural environment. Invesco is committed to fostering greater transparency and continuous improvement regarding our investment stewardship and corporate stewardship.

**Invesco's commitment to ESG investment stewardship**  
 Invesco has been implementing ESG investment strategies for over 30 years and today we deliver these strategies through certain equities, fixed income, multi-asset, alternatives, real estate, ETFs and bespoke investment solutions mandates. Invesco employs a purposeful, holistic and integrated approach to ESG investment stewardship. Invesco is a signatory to the **United Nations Principles for Responsible Investment (“PRI”)** and has received an annual assessment of “A+” for Strategy and Governance from PRI for three consecutive years. Invesco is also a signatory to the **UK Stewardship Code** and **Japan Stewardship**.

**We define ESG Investment Stewardship** as the explicit and systematic inclusion of ESG issues in investment analysis and decisions, as well as the use of our rights and positions of ownership to seek to influence the activities or behaviors of companies we invest in on behalf of our clients.

We aim for such mandates to continuously develop and deliver industry-leading ESG investment solutions whose investment process takes into consideration ESG research, analysis, and risk assessments. Our investment professionals understand that material ESG risks inherent in or taken by a company in which we invest, or seek to invest may adversely impact the fundamentals of that company and negatively impact achieving the investment objectives of such mandates.

As active, long-term investors, our first mandate is to generate strong returns for clients over the long-term. This is achieved, in part, by investing in high quality companies. Such companies typically demonstrate good governance practices - such as promoting governance structures and practices that reinforce the accountability of corporate management and boards of directors to shareholders. Where appropriate we seek to engage the companies in which we invest to adopt appropriate governance practices. Our investment professionals frequently engage with the board of directors and senior management of companies that we invest in to discuss and challenge them on governance topics and, where appropriate, seek to drive positive governance change.

Invesco believes the voting of proxies of companies that we invest in should be managed with the same care as all other elements of the investment process. The proxy voting process at Invesco, which is driven by investment professionals, focuses on maximizing long-term value for our shareholders, which, in part, is driven by appropriate governance practices. Invesco has a proprietary, award winning proxy voting platform that facilitates transparency among our investment professional voting practices, facilitates the sharing of knowledge and utilizes, among other inputs, ESG research and ratings to approve, disapprove and/or influence corporate practices - including governance traits and behaviors of such companies.

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## IQVIA HOLDINGS INC.



**IQVIA 2020 PROXY STATEMENT** IQVIA's Corporate Governance | 31

**SUSTAINABILITY AND CORPORATE CITIZENSHIP**

Sustainability and Corporate citizenship are essential elements of our culture and vision. A focus on wellness and safety of our employees and customers, product innovation, environmental responsibility and ethical business practices is central to our success — and this culture of caring extends to the communities where we live and work. We strive to make a difference locally and globally.

We pay close attention to quality and compliance while embracing fresh ideas and new innovations. This dual commitment empowers us to improve healthcare — enhancing and advancing wellness and safety, strengthening supplier relationships, and supporting environmental stewardship.

We demonstrate this commitment by adopting policies and practices in specific areas related to sustainable development, including environment and health and safety; corporate social giving; workers' human rights; protecting individual privacy; and ethical business practices.

<b>People</b> Creating a workplace of highly engaged, safe, and healthy employees who follow the Code of Conduct	<b>Public</b> Engaging consistently and transparently in a manner that inspires participation and demonstrates leadership in sustainability	<b>Planet</b> Making a positive impact on the environments we work in
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**People**

Everyone at IQVIA, regardless of their role, contributes to a greater purpose. Our culture is based on five core values: Client focus, Results, Teamwork, Flawless execution, and Integrity. As a team, we are not only moving healthcare forward, we are leading the charge to take it further than ever before. We strive to give our best in everything we do. We embrace the challenge because we are uniquely positioned to make a tangible, meaningful difference.

**Diversity and Inclusion.** We are committed to maintaining a culture of inclusion in which people from all backgrounds can fully contribute to the growth and success of our business. We create this culture of inclusion for employees regardless of gender, race, color, creed, religion, marital status, age, national origin or ancestry, physical or mental disability, medical condition, veteran status, citizenship, sexual orientation, gender identity, or any other protected group status. As such, our business is focused on three core areas:

- Recruitment.** IQVIA is committed to considering a range of qualified candidates for all positions and to hiring qualified individuals with a variety of backgrounds and experiences from within and outside the organization for positions at all levels.
- Development & Progression.** IQVIA is focused on having a diverse pipeline of talent moving up in our organization and providing opportunities for all employees to develop within their current role as well as towards their next role.
- Retention.** Once we hire the right people, we want them to stay. To increase employee engagement and retention, we consistently seek feedback from employees through surveys and focus groups. We will continue to use this feedback and review our processes to identify additional initiatives aimed to further increase employee retention.

**Public Recognition.** We were named to the Forbes 2019 list of America's Best Employers for Women and recognized again by FORTUNE as one of the World's Most Admired Companies in 2019.

**Employee Engagement Survey.** In late 2018, we deployed our first company-wide employee engagement survey following the Merger. We received valuable feedback regarding employee roles, team environments, relationships with management and career progression. Using this feedback,

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## KANSAS CITY SOUTHERN



**KANSAS CITY SOUTHERN**

**Corporate Sustainability & Responsibility**

The Board recognizes the increasing importance of environmental and social issues to our company and stockholders, including risks associated with climate change. Oversight and monitoring of such risks is assigned to the Nominating Committee, demonstrating the importance of such issues to the Company and its future.

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. The Company's 2019 sustainability report is available under the "Investors" tab of our website at [www.kcsouthern.com](http://www.kcsouthern.com). The information provided on the Company's website is referenced in this Proxy Statement for information purposes only. Neither the information on the Company's website, nor the information in the Company's 2019 sustainability report, shall be deemed to be a part of or incorporated by reference into this Proxy Statement or any other filings we make with the SEC.

**2019 Sustainability & Responsibility Highlights**

<p><b>Environmental</b></p> <ul style="list-style-type: none"> <li>Rail transportation is the most energy efficient way to move freight over land. In 2019, KCS moved each ton of freight approximately 387 miles on average on only one gallon of fuel.</li> <li>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.</li> <li>To optimize our fuel efficiency, KCS' fuel conservation team drives fuel conservation and efficiency initiatives by:                             <ul style="list-style-type: none"> <li>Implementing strategies to improve fuel efficiency, including multiple fuel saving technologies in our locomotives</li> <li>Managing horsepower-per-ton compliance</li> <li>Forecasting fuel consumption and providing monthly goals and reports with recommendations</li> <li>Analyzing fuel burn and efficiency data to identify opportunities and trends</li> <li>Managing vendor and program compliance</li> </ul> </li> <li>In 2019, we avoided the use of 14.5 million gallons of diesel fuel, or 9.8%, as a direct result of fuel conservation and efficiency initiatives.</li> </ul>	<p><b>Safety</b></p> <ul style="list-style-type: none"> <li>The KCS Health, Safety, Security &amp; Environmental Management System covers 100% of operations.</li> <li>KCS has been a Responsible Care Partner since 1999.</li> <li>Positive Train Control (PTC), an advanced system designed to automatically stop a train before certain incidents occur, has been successfully installed on required track segments and equipment in the U.S. This system is designed to prevent:                             <ul style="list-style-type: none"> <li>Train-to-train collisions</li> <li>Derailments caused by excessive train speed</li> <li>Train movements through misaligned track switches</li> <li>Unauthorized train entry into work zones</li> </ul> </li> <li>In 2019, we conducted hazardous materials training in the U.S. and Mexico with approximately 1,108 local community first responders.</li> </ul>
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## Corporate Sustainability Strategy

**Kelly** has always embodied the true spirit of corporate social responsibility, and we are committed to the highest standards of corporate citizenship. Our culture and values are rooted in service, integrity, and taking personal responsibility for our actions, outcomes, and reputation.



We consider sustainability to be a guiding principle in strengthening the relationship with our global workforce, suppliers, and customers. As a leading provider of global workforce solutions, we connect people with employment opportunities and make a difference in the communities in which we live and work. Through our programs and initiatives, we seek to contribute to improving the quality of life of our employees, their families, as well as the communities in which we operate. Given the worldwide span of our workers, clients, suppliers, and partners, we recognize the global reach of both our business practices and our public accountability.

Since 2017, we embarked on a transformation from Corporate Social Responsibility initiatives, toward a long-term Corporate Sustainability Strategy aligned to our business core which contributes to the Sustainable Development Goals.

This new sustainability approach, rather than being philanthropic, is strategic to our business values. It is based on the concept of social investment, which, instead of aiding on isolated occasions, ensures the creation of future development capacities. We aim to guide all our subsidiaries and collaborators in the planning, management, and implementation of sustainable strategic approaches that create measured and impactful shared value to all our stakeholders.

Our Corporate Sustainability Strategy is defined as an integrated decision-making strategy that provides comprehensive guidelines for implementing internal actions toward these ends. These guidelines provide procedures and tools to ensure the applicability of the strategy on a worldwide basis—guaranteeing the same standards, metrics, and objectives for all our operations.

This strategy has been developed with consideration given to the perceptions of our stakeholders, as well as its impact on business operations. In early 2019, we conducted a material assessment that helped us define the policies and guidelines of our Corporate Sustainability Strategy.

Permanent monitoring of our sustainable performance is conducted on an annual basis by means of an interdisciplinary perspective assessment involving cross-functional areas within the company. Progress in our Corporate Sustainability Strategy are reported on an annual basis through the Global Reporting Initiative Standard (GRI), and Communications of Progress (following the UN Global Compact), which we support since February 2018.

Sustainability is an integral part of our company's strategy and operations. To learn more about our ESG program, please view our website at <https://www.kellyservices.com/global/about-us/corporate-sustainability/corporate-sustainability-program/>.

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## Environmental, Social and Governance Highlights

PROXY SUMMARY

### Social Responsibility

- We are committed to respecting human rights through adherence to policies with respect to the protection of and respect for our global employee workforce.
- We have a global reporting channel for any ethical concerns or violations for employees and our supply chain.
- We are a signatory to the United Nations Global Compact.
- We respect and support the United Nations Universal Declaration of Human Rights.
- We are committed to partnering with our industry and society in driving change through implementation of the United Nations Sustainable Development Goals.
- Community outreach and giving are engrained in Lear's core values.
- We have developed a global distracted driving awareness initiative.

### Environmental, Health and Safety

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

### People

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

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## Building a Sustainable Lennar

At Lennar, sustainability is about configuring our business to remain financially excellent, while embracing new technologies to modernize our business practices, and adopting evermore social and environmental practices to fulfill the highest aspirations of our commitments. With a foundation of solid governance principles that ensure integrity and accountability, we have created an innovative homebuilding strategy, that focuses on inclusion and diversity, and engages and supports the communities where we do business.

We are one of the largest homebuilders in the United States and we build homes to last, respecting the lifestyle preferences of our customers. We include as standard in our new homes sustainable and efficient features, making them healthier and easier to live in than prior generations of homes. We are constantly focused on improving the future of home ownership and rental, whether through our solar program, the largest of any homebuilder, our strides to improve water and air quality, or our investments in companies that develop energy and resource saving products. We incorporate innovative products in new homes, and help our partners bring them to market faster. By continuously innovating, we can create healthy homes and family experiences, alongside a strong bottom line, while providing both customers and investors who expect and demand a broader social responsibility. We are focused on the greatest shareholder value and building a "Sustainable" Lennar.

### Stockholders

We are focused on creating long-term value for our stockholders through a commitment to corporate ethics, risk management, careful execution of our strategies, and investments in initiatives that are redefining the future of both Lennar and our industry.

While we are intensely focused on our core homebuilding business, we believe our technology investments represent a significant opportunity to create efficiencies in our internal operations and to reduce our costs.

### Homebuyers

We are bringing the dream of homeownership to our homebuyers.

We use our size to minimize our purchasing power so we can provide our homeowners with luxury features as standard items through our Everthing's Included approach. We also provide Wi-Fi CERTIFIED Home Designs with green building features that reduce energy consumption and costs.

Our investments in technology provide our homeowners with enhanced experiences, including our digitized financing process that allows homeowners to finance their homes with less paper, in less time, and with more transparency.

### Environment

Our purchasing power enables us to include green features in our homes. Each new home we build is healthier and more energy efficient, and has less impact on the environment than prior generations of homes as a result of features like:

- Solar power that generates clean energy at no upfront cost to the homeowner.
- 8,508 solar power home deliveries in fiscal 2019, 91% of which were on Lennar homes
- 35,000+ solar power home deliveries since inception in 2013
- Low-VOC paint that reduces pollution
- WaterSense faucets that reduce water flow without sacrificing performance
- Low-E windows that reduce infrared and ultraviolet light coming into the home
- Energy Star appliances that reduce energy consumption

We are embracing green practices as we move toward a more environmentally and economically sustainable future.



## 2020 NOTICE OF MEETING AND PROXY STATEMENT

### Corporate Governance (continued)

#### Our Commitment to Environmental, Social and Governance Matters

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

#### Social Considerations & Human Capital Management

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

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

#### Our Environment

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

- Reducing greenhouse emissions at our facilities through energy conservation and energy efficiency.
- Utilizing data centers that earn an A+ rating by Greenpeace.
- Purchasing carbon offsets for all business travel which, in 2019, included 11,640 verified carbon offsets that reduced our carbon footprint and had an environmental impact similar to growing 184,000 trees every year for ten years.
- Responsibly managing and disposing of our electronic waste and using our recycling credits to support non-profit organizations partnered with LogMeIn's Corporate Social Responsibility program, Mission Possible.
- Creating office environments that promote conservation through water efficiency, source reduction, recycling, composting and the use of sustainable products.
- Fostering awareness, employee engagement and active participation in sustainability efforts through communications, campaigns, volunteer programs and best practices; and

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# LOWE'S COMPANIES, INC.



**Corporate Governance**  
CORPORATE RESPONSIBILITY AND POLITICAL ADVOCACY AND OVERSIGHT

**CORPORATE RESPONSIBILITY AND POLITICAL ADVOCACY AND OVERSIGHT**

**Corporate Responsibility**

Corporate responsibility is a cornerstone of our Company and fundamental to our success. The Sustainability Committee of the Board oversees Lowe's corporate responsibility strategies and our Sustainability Council, composed of executives and subject matter experts from across the Company, leads the Company's efforts to integrate corporate responsibility into our business. The Sustainability Committee receives regular updates related to corporate responsibility strategy and initiatives.

We have built our corporate responsibility strategy around three key areas: Product Sustainability; Our People and Communities; and Operational Excellence. These key areas align with our mission and overall strategic plan.

**PRODUCT SUSTAINABILITY**

We strive to put the customer first in everything we do, stocking our shelves with quality items that people can feel good about buying. As we expand our portfolio of responsibly sourced, innovative and efficient eco-products, we hope to help customers reduce their impact on the environment.

**IN 2019,** we had more than 26,000 ENERGY STAR® products available for sale in-store and online.

**OUR PEOPLE & COMMUNITIES**

The Lowe's community begins with more than 300,000 employees and extends to their families and the communities where we live and work. Developing our employees is foundational to ensuring Lowe's success and outstanding customer experiences. Through charitable contributions, employee volunteerism and nonprofit partnerships, we invest in our communities, because when our people and communities are strong, so are we.

**IN 2019,** our employees contributed 330,000 hours of community service, and we invested 1.1 million hours of training in front-line leaders.

**OPERATIONAL EXCELLENCE**

We are focused on creating long-term value for our shareholders while preserving our shared home, Earth, through sustainable practices and doing the right thing—acting responsibly, ethically, and being transparent.

**IN 2019,** we reduced carbon emissions by 12.26% and recycled 102 thousand of metric tons of cardboard.

We have adopted a number of policies that highlight the Company's commitment to social and environmental responsibility and that seek to promote sustainability in the operation of our business. Our commitment to building an industry-leading corporate responsibility program is demonstrated by our inclusion in the Dow Jones Sustainability Index for North America, a benchmark for investors who integrate sustainability considerations into their portfolios. More information about Lowe's corporate responsibility efforts and initiatives, including the 2018 Corporate Responsibility Report and our sustainability policies, is available at [newsroom.Lowes.com/responsibility/](https://newsroom.Lowes.com/responsibility/).

**Political Advocacy and Oversight**

The Nominating and Governance Committee has oversight of Lowe's political advocacy activities, including political contributions, trade association memberships, lobbying activities and the Lowe's Companies, Inc. Political Action Committee ("LOWPAC"). As part of its oversight role, it reviews our political engagement and contribution policy and monitors our ongoing political strategy as it relates to the overall public policy objectives for the Company. Lowe's does not make contributions from corporate funds to political campaigns, super political action committees or political parties. Political contributions made by LOWPAC are approved by its board of directors, which consists of members of the senior leadership team spanning corporate and operational roles. All political advocacy is conducted to promote the interests of the Company and is made without regard for the private political preferences of Lowe's directors or executives.

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# THE MACERICH COMPANY



BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

**Sustainability and Corporate Responsibility**

**2019 Sustainability Highlights**

• 17.7M kWh of solar energy produced	• 261 vehicle charging stations across 31 properties
• 6,500 tons of cardboard recycled annually • 799K pounds of glass recycled (AZ only)	• 243M gallons of water conserved annually since 2014
• 28 MWh energy consumption reduction	• 19 fuel cell installations across 6 properties • 30M kWh clean energy produced

This year Macerich will report on sustainability progress based on the frameworks set forth by the Global Reporting Initiative, the Task Force on Climate-related Financial Disclosures and the Sustainability Accounting Standards Board. We also continue to set specific milestones in our work to reach carbon neutrality by 2030. In 2019, Macerich achieved the #1 "GRESB" ranking in the North American Retail Sector and CDP's Climate Change "A" List for the fifth straight year and we are proud to have been named one of five REITs designated as sector leaders on Barron's list of America's Most Sustainable Companies.

**Sustainability Principled Practices**

Macerich integrates sustainability practice principles into our day-to-day operations and property activities, and we are proud to have created a sustainability-based value system for operations. We use technologies that allow us to monitor real-time energy use at the property level and take swift action to turn off or reduce operating systems when appropriate, which has driven reductions in energy consumption and costs. Our procurement team seeks out office and janitorial supplies with environmental features to reduce our indirect use of raw materials and cleaning products that harm our environment. We coordinate events at our properties that focus on environmental topics, which allow us to engage with shoppers in our customer-facing recycling programs and encourage them to find inspiration from our energy and water efficiency projects to practice at home. Our properties continue to demonstrate that sustainable operations can be maintained to enhance the retail environment and improve the shopping experience.

**Macerich's Sustainability Goals**

Macerich continues to implement and execute on processes and invest in capital projects to minimize the risks of the changing global climate. The four pillars of our fully integrated sustainability program are:

<b>CARBON NEUTRALITY</b> GOAL #1: Achieve Carbon Neutrality by 2030	<b>ZERO WASTE</b> GOAL #2: Achieve Zero Waste in both Water and Waste by 2025-2030	<b>ACTIVE ENGAGEMENT</b> GOAL #3: Increase Active Engagement in Sustainability	<b>PRINCIPLED PRACTICE</b> GOAL #4: Further Integrate Sustainability Practice Principles
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# MARATHON PETROLEUM CORPORATION



**CORPORATE GOVERNANCE**

**Executive Succession Planning**

The Board believes that thoughtful succession planning is critical to creating long-term shareholder value. The Compensation and Organization Development Committee oversees the executive succession planning process to ensure the identification and development of future leaders, to avoid the adverse effects caused by vacancies in key leadership positions and to facilitate the execution of our long-term strategy. The Compensation and Organization Development Committee believes its succession process provides the lead time necessary to train, develop or recruit executives capable of filling key roles, including our named executive officers, within the Company when the need arises. The Compensation and Organization Development Committee typically meets with the full Board at least annually to discuss succession of our leadership. During these meetings the Compensation and Organization Development Committee:

- Identifies key roles (based on business impact and retention risk).
- Assesses likely and possible successors for these roles, including their ability to reinforce our high-performing culture and promote our values including: Safety & Environmental Stewardship, Integrity, Respect, Inclusion and Collaboration.
- Evaluates the readiness of succession candidates, including training and development needs.

In October 2019, the Board formed a special committee, chaired by Mr. Galante, to lead our search for the best qualified individual to assume the role of our CEO upon Mr. Heminger's planned retirement at the conclusion of the Annual Meeting.

**Corporate Responsibility and Sustainability**

We believe that doing the right thing is the right way to conduct our business. Our commitment to corporate responsibility means being accountable for our actions to a broad range of stakeholders: our shareholders, employees, business partners, customers, communities, the government and others who have a stake in how we operate. We believe that promoting sustainable social, environmental and economic benefits wherever we operate creates long-term value for our Company, its shareholders and the communities where we work and live.

**Our Core Values**

Our core values are vital to our financial performance and to our corporate image and reputation. Under the Board's guidance and supervision, we pursue the highest standards of corporate responsibility by embedding these core values into our corporate responsibility policies, practices and programs.

**Safety & Environmental Stewardship**

Protecting our people and the world we all share has been and remains a priority to MPC. We aim for an accident-free, incident-free workplace to ensure everyone goes home safely, every day. We are committed to safe and environmentally responsible operations to protect the health and safety of our employees, contractors and communities.

**Integrity**

Integrity at MPC is more than the business conduct policies and procedures we follow. We set high expectations for ourselves and build trust in each other, with business partners, shareholders and the communities where we work and live. We say what we're going to do—and then do it.

**Respect**

Respect is built upon the principle that every one of us is valuable and contributes toward achieving our vision. We treat everyone professionally, with courtesy, honesty and trust. We consider how other people's ideas can improve what we do, and we encourage everyone to openly share their perspectives, ideas and concerns.

**Inclusion**

We value diversity in culture, background, perspective and experiences. We strive to provide our employees with a collaborative, supportive and inclusive work environment where they can maximize their full potential for personal and business success. This happens when our employees, contractors and other stakeholders feel valued themselves, and value others for who they are.

**Collaboration**

We are a company of driven, accomplished professionals who are more than the sum of their training and experience. We actively partner with our communities, governments and business partners to find and create shared values, making a positive difference together. We foster constructive, solution-oriented dialogues; we genuinely listen to one another and seek out perspectives different from our own.

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# MARKETAXESS HOLDINGS INC.



**CORPORATE SOCIAL RESPONSIBILITY**

**CORPORATE SOCIAL RESPONSIBILITY**

MarketAxess is committed to integrating sustainability into our everyday actions to help create long-term value for our stockholders and the communities in which we operate. We aim to operate the company responsibly while managing risks and using our resources wisely. The Company's environmental, social and governance strategy and initiatives are overseen by the Board's Nominating and Corporate Governance Committee. We have also established a Corporate Social Responsibility Committee (the "CSR Committee") comprised of members of senior management. As further described in the Company's 2019 Sustainability Report, MarketAxess demonstrated its CSR commitment in 2019 by practicing sustainability, advocating volunteerism and philanthropy and actively partnering with our employees, clients and partners on environmental, social and governance initiatives. Our 2019 Sustainability Report, the Company's first, can be found on our website at [www.marketaxess.com/about-us/sustainability](http://www.marketaxess.com/about-us/sustainability).

We believe that our growing role in making the global credit markets work better for society and the economy brings with it the obligation to be a responsible corporate citizen. MarketAxess' vision of corporate citizenship has four pillars:

GOVERNANCE

COMMUNITY

CULTURE

CLIMATE

- An enduring commitment to high standards of governance.** We believe the true character of a company is demonstrated through the integrity and sense of fairness it brings to the management of its business every day. In making business decisions, we strive to take into account the interests of all our stakeholders—clients, employees, investors and business partners.
- Helping communities become more resilient.** We believe our responsibilities extend beyond our business to the world's communities. We focus on supporting projects that promote access to economic opportunity, education and housing. Encouraging our volunteer activities for everyone at MarketAxess, as well as offering financial support to select non-profit organizations, are important parts of our community engagement.
- Prioritizing a strong, diverse workforce.** Our people are our backbone. We are committed to making substantial progress in how we recognize and value the experiences that make each of us unique, from our recruitment processes to each employee's daily work. MarketAxess recognizes that we can always do more to make our company a rewarding place to work for all.
- Adopting sound sustainability practices across our business operations.** Climate change and safeguarding the environment are critical issues for every business. As a global electronic trading network, our environmental impact is primarily in our facilities and energy usage. That's why we're taking a disciplined look at our operations' impact on energy consumption and conservation, water use, GHG emissions, and waste, including minimizing plastic and facilitating recycling.

**How MarketAxess Defines Sustainability**

We define sustainability as a business' commitment to advancing economic prosperity while improving the world in which we operate. Our commitment to sustainability and corporate responsibility is in line with our goal of applying

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MARTIN MARIETTA MATERIALS, INC.



Our 2019 Performance ◆ Compensation Discussion and Analysis

Martin Marietta's ability to consistently translate revenue growth into increased profitability has also given us the ability to protect our balance sheet in order to make prudent acquisitions and capital investments in our business, while achieving a debt-to-EBITDA leverage ratio of 2.2x at year-end. As a result, we have been able to position our business as an aggregates leader in 90% of the geographies in which we operate and align our product offerings to leverage strategic cement and targeted downstream opportunities. This led to our significant outperformance of our peers in 2019, during which time we delivered a **64 percent total shareholder return**.

1 YEAR TSR

64%

S&P 500

31%

S&P 500 Materials

25%

**Safety, Environment and Sustainability**

**Sustainability Reporting**

Our commitment to sustainability is part of our core strategy and we have a long track record of building solid foundations, caring about our employees, our communities and the environment, while responsibly growing our company. One of our commitments to our shareholders and other stakeholders is to improve each year on these metrics. In addition, we have endeavored to tell our story better each year, informing our shareholders and other stakeholders about our efforts, costs, risks, goals, and the relationship between our goals and management compensation.

In this regard, we have made the following enhancements to our Sustainability activities:

- We reported in our 2018 Sustainability Report Scope 1 green house gas (GHG) emissions data relating to our aggregates group.
- Our most recent Sustainability Report, which will be issued in April 2020, includes enhanced disclosures relating to key sustainability matters, including reporting Scope 1 GHG emissions data across all of our business lines (both in terms of absolute emissions and emissions intensity). In that report, we also disclose Scope 1 GHG emissions reduction targets across both our cement and magnesia specialties operations, which are the sources of most of our Scope 1 GHG emissions, for 2020 over a 2010 baseline year.
- We created a new position dedicated to sustainability and communications.
- Our Chairman and CEO, joined by other senior managers, engaged with 13 shareholders specifically on sustainability issues, and discussed sustainability issues with almost all of the 189 investor groups we met with in 2019.
- In 2019, we hosted 7 investors and other stakeholders who visited and toured our cement facilities and met with our cement management team.

**Safe Operations**  
Protecting all who come in contact with our products and operations, and creating a culture of responsible leadership

**Employee Well-Being**  
Supporting and investing in our people - the foundation of our success

**Community Well-Being**  
Being a responsible neighbor and supporting the communities that are home to our operations

**Environmental Stewardship**  
Protecting the Earth's resources and reducing our environmental impact

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MERCK & CO, INC.



26 Corporate Governance  
Commitment to Corporate Responsibility

"The amount of good we can do in the world is directly correlated to the strength of our business. Merck's long-term focus is anchored on a foundation of corporate responsibility. We believe this approach fuels our pursuit of medical breakthroughs that benefit patients, our shareholders, and society."

— Kenneth C. Frazier, Chairman, President and Chief Executive Officer

**Commitment to Corporate Responsibility**

Operating responsibly as a business is at the very heart of our ability to deliver sustainable impact - driving long-term value for our company and society.

Our approach to corporate responsibility is about the health, economic, social and environmental impact we have on individuals and communities around the world.

We hold ourselves accountable to our many stakeholders, including patients, employees, customers and shareholders, whose perspectives help to define our corporate responsibility priorities.

Reflecting our commitment to managing environmental, social and governance (ESG) issues, we continue to focus our approach to corporate responsibility in four primary areas that are of greatest relevance to our business and society: Access to Health, Employees, Environmental Sustainability and Ethics & Values.

**External Recognition**

Our commitment to responsibility continues to earn us external recognition. Below is a selection of the awards and recognition Merck received over the past year.

ENERGY STAR  
Partner of the Year  
Sustained Excellence Award

Forbes' and JUST  
Capital's The Just 100  
list of America's best  
corporate citizens

Newsweek list of  
America's Most  
Responsible  
Companies

National Association  
of Female Executives'  
'Top Companies for  
Executive Women'

People Magazine's  
'50 Companies that  
Care' list

FTSE4Good Index  
Constituent Member

Fast Company's  
'50 Best Workplaces  
for Innovators' list

American Heart  
Association  
Workplace Health  
Achievement Index  
Gold recognition

To learn more about our corporate responsibility approach, progress and commitments, please visit: [MSResponsibility.com](https://www.merck.com/MSResponsibility.com)

Merck & Co., Inc. 2020 Proxy Statement

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MOODY'S CORPORATION



**CORPORATE SOCIAL RESPONSIBILITY**

Moody's manages its business with the goal of delivering value to all of its stakeholders, including its customers, employees, business partners, local communities and stockholders. The Company's Corporate Social Responsibility ("CSR") strategy is an integral part of supporting this fundamental commitment to all stakeholders. The senior management of the Company is ultimately responsible for shaping and implementing the CSR strategy. Moody's CSR Council, chaired by President and Chief Executive Officer Raymond W. McDaniel, Jr. and comprised of members of the management team, evaluates the Company's CSR progress, generates recommendations to enhance Moody's approach to CSR and identifies opportunities in Moody's business that align with the CSR mission. In addition, the Board oversees sustainability matters, with assistance from the Governance & Nominating Committee, as part of its oversight of management and the Company's overall strategy. Moody's CSR strategy is focused on the following areas where the Company believes it can make the most impact.

Empowering people with financial knowledge

Activating an environmentally sustainable future

Helping young people reach their potential

**SUSTAINABILITY**

Moody's advances sustainability by considering environmental, social, and governance factors throughout its operations and two business segments. It uses its expertise and assets to make a positive difference through technology tools, research and analytical services that help other organizations and the investor community better understand the links between sustainability considerations and the global markets. Moody's efforts to promote sustainability-related thought leadership, assessments and data to market participants include following the policies of recognized sustainability and corporate social responsibility parties that develop standards or frameworks and/or evaluate and assess performance, including Global Reporting Initiative and Sustainability Accounting Standards Board ("SASB"). Moody's sustainability-related achievements in 2019 included the following:

Joined the United Nations Global Compact

Began reporting using recommendations from SASB

Became a signatory to the Principles for Responsible Investment (PRI)

Issued second annual report on how the Company has implemented the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD")

4 MOODY'S 2020 PROXY STATEMENT

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MORGAN STANLEY



CORPORATE GOVERNANCE MATTERS

**Sustainability at Morgan Stanley**

Morgan Stanley seeks to integrate sustainability considerations into business strategies, products and services, through leadership and operations. We offer financial solutions and advisory services that provide positive long-term benefits for clients and shareholders, as well as for the environment and global communities. The Nominating and Governance Committee oversees our ESG initiatives and the Risk Committee now oversees risks relating to climate change, with each committee reporting to the Board. Key areas of focus and highlights for 2019 include:

<b>Sustainable Solutions &amp; Services</b>	<p>Morgan Stanley is committed to harnessing the power of capital markets to create sustainable, long-term value for clients and stakeholders.</p> <ul style="list-style-type: none"> <li>We have mobilized approximately \$80 billion towards our goal of \$250 billion in low-carbon solutions by 2030, including over \$50 billion in 2019.</li> <li>We announced the Morgan Stanley Plastic Waste Resolution, which aims to facilitate the prevention, reduction and removal of 50 million metric tons of plastic waste from entering rivers, oceans, landfills and by 2030.</li> <li>We supported over \$24 billion in green, social, blue and sustainability bonds in 2019, bringing our total to over \$65 billion since 2013.</li> <li>Morgan Stanley Wealth Management investing with impact client assets reached nearly \$34 billion.</li> <li>Morgan Stanley Investment Management, a signatory to the Principles for Responsible Investment, engaged with over 600 companies on ESG issues ranging from sustainability reporting to plastic waste.</li> </ul>
<b>Institute for Sustainable Investing</b>	<p>Established in 2013, the Institute for Sustainable Investing (Institute) focuses on accelerating the adoption of sustainable investing across global markets. Chaired by Morgan Stanley's Chairman and CEO, an advisory board of prominent leaders from business, academia and leading non-governmental organizations helps to ensure that our sustainability strategy is comprehensive, rigorous and innovative.</p> <ul style="list-style-type: none"> <li>In October 2019, the Institute hosted the inaugural Morgan Stanley Sustainable Investing Summit, which brought together over 100 clients from across our businesses to discuss the innovation and ideas reshaping capital markets.</li> </ul>
<b>Environmental and Social Risk Management</b>	<p>Environmental and social risk management is a priority for Morgan Stanley. The Company's due diligence and risk management processes are designed to identify, analyze and address potentially significant environmental and social issues that may confront us or our clients. Our processes include monitoring for emerging environmental and social risks and related trends, as well as engaging with clients and other stakeholders as appropriate.</p> <ul style="list-style-type: none"> <li>We met with leaders of indigenous tribes and other groups to discuss community and other environmental and social issues.</li> <li>We participated in a roundtable with environmental non-governmental organizations to discuss how financial institutions are addressing climate change.</li> </ul>
<b>Corporate Sustainability</b>	<p>Morgan Stanley is committed to integrating ESG across our business activities and operations.</p> <ul style="list-style-type: none"> <li>We have enhanced our approach to disclosure in our annual Sustainability Report, aiming to follow the Sustainability Accounting Standards Board (SASB) guidance as appropriate to help deliver investor-relevant information.</li> <li>Corporate Services introduced a new Sustainability at Work program across our global operations, which seeks to reduce our operational environmental impacts and engage our employees in meeting our sustainability objectives.</li> <li>We are committed to achieving carbon neutrality across our global operations by 2022, including sourcing 100% of our global electricity needs from renewable energy.</li> <li>Information about our sustainability initiatives, including the Sustainability Report, is available at <a href="https://www.morganstanley.com/about-us/sustainability-at-morgan-stanley">www.morganstanley.com/about-us/sustainability-at-morgan-stanley</a>.</li> </ul>

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**MOTOROLA SOLUTIONS' ENVIRONMENTAL, SOCIAL AND GOVERNANCE FRAMEWORK**

Our ESG Framework is fueled by our commitment to operate ethically and our dedication to our employees, customers, community and the environment.



**Community Engagement**  
Motorola Solutions is committed to the communities where we live and work. More than 6,500 employees around the world contributed 65,000 hours of volunteer time to their communities last year, serving as mentors, tutors, firefighters, science fair judges and more.

**Our Employees**  
Our more than 17,000 employees work every day to fulfill our mission of being our customers' lifeline. We strive to create a culture where every employee experiences engaging work, effective collaboration and is rewarded for their contributions. We are committed to ensuring that all of our employees share in the value created for our shareholders and customers.

**Our Business**  
We are committed to creating products and services that save lives and keep communities safer. Our drive for continuous innovation and partnership with our customers enables them to be ready – in the day-to-day moments, and in the moments that matter most.

**Governance & Compliance**  
We recognize that it is important for a company to have programs in place to handle the unexpected. Since we are a company that helps create safer communities, we strongly believe in having policies that mitigate risks when something goes wrong.

**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 continue to strive to operate more sustainably.

**Supply Chain**  
Motorola Solutions holds high labor and environmental standards at every stage in the supply chain. We are committed to ensuring our company and our suppliers do not use bonded labor or engage in human trafficking. We engage directly with our tier-one suppliers to assess their performance and encourage compliance with our Supplier Code of Conduct.

**1** Environmental, Social and Governance ISS Quality Score

**OUTPERFORMER** Sustainability Overall ESG Score

**A** MSCI ESG Rating

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**ENVIRONMENTAL, SOCIAL RESPONSIBILITY AND CORPORATE GOVERNANCE**

Our 2019 Environmental, Social Responsibility & Governance Report ("ESG"), which we published in September 2019, can be found on our website at <https://www.mrcglobal.com>, by clicking on "Company," then "Corporate Social Responsibility." MRC Global is committed to responsible governance and interactions with all of its stakeholders. We always endeavor to operate our business in line with our following core values:

<b>Safety Leadership</b> Our number one focus is the safety of our employees, customers and those with whom we interact. Safety is both a core value and strategy, and safety leadership is part of our culture.	<b>Customer Satisfaction</b> Our customers are at the center of everything we do, helping us to shape our strategic priorities.
<b>Business Ethics</b> As a global leader, we always strive to operate with integrity and responsibility in all aspects of our operations.	<b>Operational Excellence</b> Our operational excellence strategy helps us to continually find better and more efficient ways to conduct business and provide the best services at an affordable cost for our customers.
<b>Employee Development</b> We seek to maintain an environment that is open and diverse, provides equal opportunity and is inclusive and where our people feel valued, included and accountable. We want each person to be developed to his or her fullest potential.	<b>Financial Performance</b> We know that by being true to our values, we will continue to achieve our goals, positively impact our industry and the communities where we live and work and deliver long-term value to our stockholders.
<b>Community and Charity Development</b> We support our communities through the MRC Global Foundation, MRC Global Cares Initiatives and our ESG Committee, detailed below.	<b>Teamwork</b> MRC Global recognizes that our people are our greatest strength. We are a global team dedicated to our customers, our communities and each other.

Our core values drive actions for all of our stakeholders and include those below:

- **The Company Achieved Top Quartile Safety Performance in a NAW Survey (2018).**
  - Survey includes 54 distribution companies with over \$1 billion in revenue
- **Our Distribution Business Model Allows Expansion of Different Products, Geographies and Industrial Market Sectors.**
  - Our model can address climate change initiatives or sentiment negatively impacting traditional energy markets.
- **MRC Global Contributes to a Sustainable Environment.**
  - Increasing majority of valve sales (\$1.4 billion in 2019) are "Low-E" valves, which prevent emissions of methane and other greenhouse gas and other greenhouse gas
  - We reduced CO2 vehicle emissions from our fleet by approximately 20% from 2013 levels through 2018.
  - We increased our recycling tonnage by 5% from 2017 to 2018.
- **Our Supplier Quality Process (Processes, Policies, Audits) include steps to:**
  - Increase ethical behavior in our supply chain
  - Avoid improper labor practices
  - Encourage sustainability

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**2019 ENVIRONMENTAL, SOCIAL AND GOVERNANCE HIGHLIGHTS**

As a company whose mission has been dedicated to protecting worker health and safety for over 105 years, social responsibility is deeply embedded into the culture of the Company. The Company maintains a Corporate Social Responsibility program to more formally address key ESG matters. More information about the Company's program can be found by visiting [www.msasafety.com/corporate-responsibility](http://www.msasafety.com/corporate-responsibility). The following are highlights of the Company's ESG activities. To obtain specific data on the categories reviewed below, please consult the Company's 2020 Corporate Social Responsibility Report, which can be found by visiting the website above.

**ENVIRONMENTAL**

MSA is committed to conducting its business in a manner that is environmentally sustainable, that protects the natural resources of our environment, and that complies with applicable laws and regulations. The Company views its environmental efforts as a continuous improvement effort, and each year MSA takes steps to further expand and enhance its environmental programs. In 2019, the Company completed a variety of actions as part of its commitment to the environment, including those listed in the table below. Further enhancements are planned for 2020.

- 2019 ENVIRONMENTAL HIGHLIGHTS**
- As part of its efforts to enhance the availability of key information to our stakeholders, the Company launched a new corporate social responsibility website at [www.msasafety.com/corporate-responsibility](http://www.msasafety.com/corporate-responsibility), which includes environmental disclosures.
  - MSA published a global Environmental Metrics Report, including data on energy consumption, usage of renewable energy, greenhouse gas emissions, water consumption and waste generation.
  - MSA joined the Carbon Disclosure Project, a global disclosure system run by an international non-profit organization, enabling environmental stakeholders to manage environmental impact.
  - MSA established a five year objective to reduce Scope 2 greenhouse gas emissions by 1% each year from 2020-25 and established a one year objective to increase recycled materials by 3% in 2020.

**SOCIAL**

MSA is steadfastly committed to corporate citizenship, which the Company defines to include a responsibility to employees and the communities in which the Company operates. MSA takes great pride in the numerous programs it maintains, highlights of which are summarized in the following table.

- 2019 SOCIAL HIGHLIGHTS**
- As of December 31, 2019, 43% of the MSA U.S. workforce included females, and 49% of the U.S. workforce was diverse. "Diverse" employees include females and minorities. For purposes of its diversity data, MSA counts a female minority employee as one individual.
  - MSA made contributions of approximately \$1.2 million to charitable organizations. Charitable giving efforts focused on (1) community organizations, (2) disaster relief, (3) organizations emphasizing Science, Technology, Engineering and Math ("STEM") education, (4) health and wellness, and (5) diversity.
  - As part of ongoing employee engagement efforts, the Company deployed the MSA Leader model, through which employees develop their core MSA leadership competencies and better position themselves for career advancement. The Company also deployed a number of formal leadership and mentoring programs, with each program focused on distinct leadership skills. Beyond Company-led programs, MSA also actively supported several employee resource groups.

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**Corporate Responsibility: The MSCI Approach**

A commitment to corporate responsibility is in our DNA at MSCI. As we strive to enable the investment community to make better decisions for a better world, we are dedicated to being a leader in corporate responsibility, which is embodied in the following framework:



- ▶ The world is rapidly changing and its interdependency and interconnectedness are accelerating at an exponential pace. MSCI believes that these significant changes require new approaches to investing that create a more sustainable investment future. To that end, MSCI has provided, and will continue to provide, innovative solutions to help our clients better understand how ESG considerations impact their portfolios.
- ▶ In 2020, we published "The MSCI Principles of Sustainable Investing," a framework designed to illustrate specific, actionable and impactful steps that investors can and should undertake to improve practices for ESG integration across the investment ecosystem.
- ▶ MSCI is committed to developing a high-performance culture and employee workforce that has the skills and capabilities necessary to allow us to excel as an innovative provider of content, applications and services, and also reflects the clients and the communities in which we operate.
- ▶ An emphasis on career and leadership development as well as inclusion and diversity are central to this goal.
- ▶ We remain committed to limiting our environmental impact. Our business strategy and environmentally responsible behaviors are strongly aligned. We utilize data centers to provide many of our products and services. These facilities are run on 100% renewable energy.
- ▶ In order to further assess and develop our environmental impact strategy and to enhance our transparency for our clients, shareholders and employees, we submitted our first full CDIP disclosure in 2019. We also completed a TCFD aligned scenario analysis, which included an evaluation of our impact in the event there is a two degree increase in temperature.
- ▶ The Code enumerates the values MSCI expects its employees to live by, including: put the client first, work as one team, pursue excellence, champion bold ideas, act with integrity and take personal responsibility. We also expect our suppliers to act consistently with our corporate values and in accordance with our Supplier Code of Conduct.



**Corporate Citizenship, Community Involvement and Environmental Responsibility**

A core value of M&T—shared by our employees, executive leadership and the Board—is active engagement with not only our customers, but with the civic institutions, non-profits, schools and other local organizations that comprise our communities. As a community-focused bank, M&T is committed to supporting volunteerism, implementing environmentally responsible practices, working with small businesses and serving traditionally underserved individuals and neighborhoods. Below are recent highlights of M&T's corporate citizenship and other community efforts.

<p><b>Corporate Citizenship</b></p> <ul style="list-style-type: none"> <li>Rated "Outstanding" under the Community Reinvestment Act by the Federal Reserve Bank of New York</li> <li>Used Federal Home Loan Bank of New York Affordable Housing Program: facilitated \$15 million of financing for 12 projects encompassing 1,020 units of affordable housing</li> <li>Made 48 Community Reinvestment Act qualifying investments totaling \$405 million</li> <li>Includes \$261 million of investments in low-income housing and to businesses and organizations in underserved communities</li> <li>Made 168 commitments, totaling \$1.3 billion, in community development loans</li> </ul>	<p><b>Community Engagement</b></p> <ul style="list-style-type: none"> <li>Continued sponsorship of the Buffalo Promise Neighborhood and Westminster Community Charter School in a disadvantaged area on the City of Buffalo's east side</li> <li>Completed over 332,000 hours of employee volunteer time at community not-for-profit agencies</li> <li>Our employees, supplemented by The M&amp;T Charitable Foundation, donated more than \$1.5 million to address social needs through the United Way</li> <li>Made \$34 million in grants through The M&amp;T Charitable Foundation to more than 2,500 not-for-profit organizations to support and revitalize communities, help charitable organizations and grow local economies</li> </ul>
<p><b>Leadership in Small Business Lending</b></p> <ul style="list-style-type: none"> <li>Ranked 7<sup>th</sup> nationally in U.S. Small Business Administration ("SBA") loans extended</li> <li>Ranked 1<sup>st</sup> or 2<sup>nd</sup> in 8 of 12 SBA districts within our banking footprint</li> <li>Ranked 1<sup>st</sup> in Baltimore, Buffalo/Rochester, Delaware, Philadelphia, Syracuse and Washington, DC SBA districts</li> <li>Ranked 2<sup>nd</sup> in New Jersey and Richmond SBA districts</li> <li>Originated total small business loans amounting to \$1.8 billion in 2019, including \$179 million of SBA loans</li> <li>Recognized by Greenwich Associates with 13 regional and national Excellence Awards, which measure customer satisfaction for small business and middle market banking</li> </ul>	<p><b>Environmental Commitment</b></p> <p>At M&amp;T, we:</p> <ul style="list-style-type: none"> <li>Invested \$289 million in renewable energy projects</li> <li>Relocated our Baltimore regional headquarters to a silver rated, Leadership in Energy and Environmental Design ("LEED") designed facility</li> <li>Leveraged Green building standards and materials in new construction and renovations</li> <li>Reduced our carbon footprint by approximately 1,937 tons by installing higher-efficiency equipment</li> <li>Are saving an estimated 15,000 trees by using recycled paper as our standard copy paper and standardizing double-sided printing</li> <li>Converted approximately 5.6 million pounds of paper into an estimated 11,244,858 kWh of electricity by enacting our sensitive document destruction program</li> <li>Provided employees with the opportunity to recycle non-sensitive materials such as newspapers, bottles and cans</li> <li>Reduced business travel by using audio and video conferencing tools</li> <li>Reduced on plastic waste and carbon emissions from bottled water and its delivery by changing to filtered water at all facilities</li> </ul>

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**Murphy Oil at a Glance**

**Our Social and Environmental Sustainability**

**Our People**

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

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

**Climate Change**

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

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

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

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



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**Enterprise-Wide Approach to ESG**



**CORPORATE GOVERNANCE AND RELATED MATTERS**

**Corporate Responsibility and Sustainability**

The Board understands that sustainability is a key focus for today's investors and takes investor feedback on sustainability seriously. We believe that corporate responsibility and sustainability play an important role in our business and operating strategies and long-term value creation for our shareholders, customers and employees. We utilized our shareholder engagement discussions as an opportunity to better understand our shareholders' priorities and expectations regarding environmental, social, and governance factors. In light of the feedback that we received, we are evaluating which of these pose the most material risks to the Company and create the strongest opportunities to enhance our bottom line and sustain long-term financial value. We recognize that sustainability practices require transparency and accountability and we are also evaluating our ability to provide reporting in this area. Given that we are a real estate business, to date we have been focused on a few key areas of sustainability, namely:

<p><b>Environmental Sustainability</b></p>	<p>We provide capital to our operators to implement and explore innovative ways to optimize efficiency and reduce our energy, water and waste footprint:</p> <ul style="list-style-type: none"> <li>LED retrofits</li> <li>PTAC (Packaged Terminal A/C) controls</li> <li>High-efficiency HVAC systems and appliances</li> <li>Occupancy sensors</li> <li>High-efficiency water fixtures and aerators</li> <li>Green certified housekeeping products, flooring and paint</li> <li>Food waste management</li> <li>Biodegradable replacements for Styrofoam</li> <li>Conduct Phase 1 environmental reports when refinancing properties</li> </ul>
<p><b>Social Responsibility</b></p>	<p>We support our home office employee efforts and development by providing them with an inclusive and diverse culture:</p> <ul style="list-style-type: none"> <li>Focused on building healthy and high performing culture</li> <li>Equal opportunity employer</li> <li>Ensure Fair Labor practices</li> <li>43% of Board of Directors (3/7) is diverse</li> <li>100% of Leadership Team (3/3) is diverse</li> </ul> <p>We partner with operators focused on providing their employees and residents a safe and evergating environment:</p> <ul style="list-style-type: none"> <li>Holiday Retirement (our largest operator) achieved Great Place to Work National Certification and 2nd highest ranking in JD Power Senior Living customer satisfaction study</li> </ul>
<p><b>Governance</b></p>	<p>We seek to maintain practices which provide the right governance framework while being open and responsive to shareholder input:</p> <ul style="list-style-type: none"> <li>Board composition shows commitment to diversity (2 women and 1 racially diverse director)</li> <li>Board has demonstrated its commitment to evolving its governance processes, as indicated above in "Governance Review and Evaluation"</li> <li>Comprehensive code of ethical legal and business conduct applicable to board and all employees</li> </ul>

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NIELSEN HOLDINGS PLC



THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

COMMUNICATIONS WITH DIRECTORS

Any interested party who would like to communicate with, or otherwise make his or her concerns known directly to, the Chairperson of the Board or the Chairperson of any of the Audit Committee, Nomination and Corporate Governance Committee and Compensation Committee or to other directors, including the non-management or independent directors, individually or as a group, may do so by addressing such communications or concerns to the Company Secretary at companysecretary@nielsen.com or 40 Danbury Road, Wilton, Connecticut 06897. Such communications may be done confidentially or anonymously. The Company Secretary will forward communications received to the appropriate party as necessary and appropriate. Additional contact information is available on our website, www.nielsen.com/investors, under Contact Us.

GLOBAL RESPONSIBILITY AND SUSTAINABILITY

Our Commitment

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

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

Diversity & Inclusion

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

Responsibility & Sustainability Strategy and Reporting

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

- We engaged our stakeholders within and beyond Nielsen to create and publish our third non-financial materiality assessment in 2019, identifying the areas that matter most to our business, stakeholders, and ability to positively impact our broader world.
- In 2019, Nielsen was included on Corporate Responsibility Magazine's list of the "100 Best Corporate Citizens," and on Newsweek's inaugural list of America's Most Responsible Companies. We were also included in both the FTSE4Good index and the Dow Jones Sustainability (DJSI) North America index for the third year in a row, and we were recognized as the industry leader for media companies on JUST Capital's "JUST 100" for the third year. Finally, in 2019, Bloomberg included Nielsen on its Gender-Equality Index (GEI) for corporate leaders in advancing women in the workplace.



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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 stakeholders and our mission to operate in a safe, reliable and environmentally sustainable manner. As we have 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.

To maximize our efforts, we focus our sustainability program around environmental, social and governance programs, including:



**Environmental Stewardship**  
Our goal is to always operate our assets in a sustainable manner and to minimize the impact of our operations on the environment.

**Safety and Health**  
The safety and health of our employees, customers and communities where we operate is at the forefront of each business and operating decision we make.

**Human Capital Management**  
We strive to provide a competitive total rewards package to our employees and foster a culture of inclusion where everyone connected with our company feels valued.

**Community Investments**  
We value being a good corporate citizen and are committed to fostering partnerships between our company, employees and the community.

**Political Advocacy and Oversight**  
Political contributions to federal, state and local candidates are made by the ONEOK PAC, which is funded entirely by voluntary contributions from eligible company employees.

We believe that our focus on corporate sustainability creates value for our company, our investors, and stakeholders while also helping us mitigate risks and reduce costs.

For additional information on our ESH performance and related matters, please review our Corporate Sustainability Report on our website at www.ONEOK.com, the contents of which are expressly not incorporated herein by this reference.

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OWENS CORNING



COMPANY OVERVIEW

19,000 Employees

33 Countries

3 Segments

\$7.2B Net Sales

Owens Corning is a global building and industrial materials leader that manufactures and delivers a broad range of high-quality 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 products and systems enhance curb appeal of people's homes and protect homes and commercial buildings alike. Its fiberglass composites make thousands of products lighter, stronger and more durable. In short, the Company provides innovative products and solutions that deliver a material difference to its customers and, ultimately, makes the world a better place.

Owens Corning is comprised of three integrated businesses – Insulation, Roofing, and Composites – that leverage commercial strength, material science innovation, manufacturing technologies, a global footprint and scale, as well as safety and sustainability expertise across the enterprise. The Company aims to capitalize on its market-leading positions and innovative technologies to deliver substantial free cash flow and sustainable shareholder value. The business is global in scope, with operations in 33 countries, and human in scale, with 19,000 employees and long-standing, local relationships with its customers and communities. Based in Toledo, Ohio, Owens Corning posted 2019 net sales of \$7.2 billion. It has been a Fortune 500® company for 65 consecutive years.



Doing Business in a Sustainable Way

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

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

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

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

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PARK HOTELS & RESORTS INC.



COMMITMENT TO CORPORATE RESPONSIBILITY

We believe in our responsibility to be a good corporate citizen by striving to achieve a positive impact on the communities that we touch. Over the past three years since the Spin-off, we have continually evolved and expanded our ESG program. To help us measure our ESG program's success, in 2018 we began publishing an Annual Corporate Responsibility Report, which focuses on Park's initiatives to advance environmental and social progress. In September 2019, our second Annual Corporate Responsibility Report featured year-over-year portfolio measurements for key environmental metrics, such as greenhouse gas emissions, energy and water consumption and waste diversion. We further enhanced our ESG disclosure in 2019 by including a GRI Index in our report, facilitating the ability to compare our results with other organizations by providing our results in accordance with globally accepted and uniform categories.

Internally, we established a framework and increased resources dedicated to our ESG program. In order to clarify how we would like to respond to complex environmental and social challenges, we adopted an environmental policy, a human rights policy and a vendor code of conduct in January 2019. Furthermore, we created a cross-department Sustainability Committee, specifically tasked with coordinating and tracking our environmental and sustainability efforts as well as exploring new opportunities for Park to have a positive impact on the communities that we touch. Park looks forward to continuing to strengthen our ESG programs, and we are committed to sharing our progress.

PERFORMANCE HIGHLIGHTS (Fiscal Year 2018 Results)



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PATRICK INDUSTRIES, INC.



# Environmental, Social and Governance Highlights (ESG)

The Company has a long-standing practice of managing responsibilities in the area of Environmental, Social and Governance ("ESG") standards and expectations. The Corporate Governance and Nominations Committee of our Board oversees ESG initiatives and works with management to identify and define relevant ESG topics and enhance our communications with our employees, customers, communities and shareholders. In 2019, the Company outlined key initiatives in each of these areas to document our goals within the business and the business communities in which we operate. Our website, [www.patrickind.com](http://www.patrickind.com) under "Investor Relations-Corporate Governance", contains information on our environmental and social policies and programs which includes a "Social and Environmental Responsibility Policy" and "Environmental, Social and Governance Disclosures".

## 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 team member health and safety. The environmental, health and safety ("EHS") systems, processes and tools we have in place across our global footprint enable us to meet or exceed governmental and industry requirements. Our EHS team, comprised of corporate level team members and various business unit directors, reports directly to the Chief Operating Officer and in turn, senior management reports on a quarterly basis, or as necessary, to the Board regarding EHS related matters. We are committed to continuous improvement in our performance.

- Established companywide sourcing/distribution network and identify redundant transportation resources to reduce costs, fuel consumption and emissions, drive efficiencies, and manage transportation/import compliance;
- Increased awareness and focus to drive performance through safety improvements and training while building leading indicator safety culture - Recordable incident rates decreased compared to 2018 along with a drop in the severity rate;
- Continually trained and educated our employees on their responsibility to identify work that is unsafe or environmentally unsound through regularly held safety training sessions at each of our manufacturing and distribution facilities
- Ongoing conservation efforts included reducing waste, recycling chemicals, and increasing energy efficiency across our global footprint;
- Continued adherence and compliance with environmental standards, permitting, waste discharge and hazardous substances, if used;

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PAYPAL HOLDINGS



## ESG Oversight and Highlights

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

### ESG Governance Structure

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

\* In collaboration with members of PayPal's senior leadership team including the Chief Financial Officer, Chief Risk Officer, and Chief Technology Officer.

### Priority ESG Programs & Progress

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

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

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PORTLAND GENERAL ELECTRIC COMPANY



## Sustainability, Environment & Social

At Portland General Electric, we are executing our strategy to achieve a clean and reliable energy future. We are taking a holistic approach that balances our commitment to reduce greenhouse gas emissions with core values that define our culture, and high standards of corporate governance to achieve our mission and create value for shareholders, customers and other stakeholders. The benefits of a future powered by clean electricity are real. Our actions in 2019 support our long-term goals, and include:

### ADVANCING A SUSTAINABLE ENVIRONMENT

- Increasing reliance on clean technologies**
  - Executed contracts for the Wheeler Renewable Energy Facility, which will combine 300 megawatts of wind generation, 50 megawatts of solar generation, and 30 megawatts of battery storage. PGE will own 100 megawatts of the wind project.
  - Filed our 2019 Integrated Resource Plan to add 150 average megawatts of renewable resources; pursue a similar amount of energy efficiency; strengthen partnerships with customers to balance the grid through flexible load programs; and pursue new clean technologies, like energy storage, to support grid reliability
- Accelerating transportation electrification**
  - Partnered with the state's largest transit provider to create an electric bus system, including charging infrastructure, an all-electric bus line and a 20-year fuel plan
  - Completed our fleet decarbonization study and plan to electrify almost 1,100 vehicles, while sharing our learnings with customers
  - Expanded our charging infrastructure network of Electric Avenues to seven in our service area
  - Launched a new electric bus program to help school districts in Oregon electrify their buses
- Enhancing system-wide resilience**
  - Broke ground on the construction of our \$200 million Integrated Operations Center with enhanced technology and resilience against seismic, cyber, and physical security risks, to centralize key operations and functions
  - Launched a new microgrid composed of solar, battery storage and backup generation connected to our grid at the Beaverton Public Safety Center, supported by PGE funding of more than \$15 million
  - Achieved 99.98% system reliability and 92% generation plant availability

### CARING FOR OUR COMMUNITIES

- Donated \$4.7 million to support local schools and nonprofits, together with PGE employees, retirees and the PGE Foundation
- Facilitated 60 scholarships and 55 summer internships for Oregon students
- Volunteered 32,900 hours, by PGE, employees and retirees
- Educated 71,779 students about electric safety and energy in classrooms and safety fairs

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THE PROCTER & GAMBLE COMPANY



## PROXY SUMMARY

### Corporate Citizenship

P&G aims to be a force for good and a force for growth. We know that the more we integrate and build Citizenship into how we do business, the bigger the impact we can have on the people we serve, the communities where we live and work, and the broader world that surrounds us. In turn, this helps us grow and build our business. Below are some highlights of our ongoing efforts to create long-term value for our consumers, customers, communities, and shareholders.

- Ethics & Corporate Responsibility**
  - We believe in and have publicly committed to doing what's right and being a good corporate citizen.
  - We are governed by our Purpose, Values, and Principles. Our philosophy is that a reputation of trust and integrity is built over time, earned every day and is what sets us apart.
  - P&G has a multi-functional Ethics & Compliance Office. Our employees hold themselves and one another accountable for operating with trust and integrity, stepping up as leaders and owners of the business.
  - We publish Key Company policies and practices at P&G.com, including our Human Rights Policy Statement and our Core Tax Principles.
- Community Impact**
  - Our brands touch the lives of nearly five billion people, and we are there when our products matter more than ever.
  - We provide clean drinking water through our Children's Safe Drinking Water Program (delivering more than 15 billion liters since 2004).
  - P&G partners with disaster relief agencies to provide product donations and services in response to disasters around the globe.
  - Many P&G brands support individual programs like Tide Loads of Hope's mobile laundry units that help families impacted by disaster; more than 40 years of Dawn helping to save, protect and rehabilitate wildlife; and the Pampers "1 pack = 1 life-saving vaccine" program in partnership with UNICEF.
- Diversity & Inclusion**
  - Our diversity helps us connect with the consumers we serve around the world, and we believe that while diversity is essential in all we do, inclusion changes the game.
  - We are using our voice to spark dialogue, call attention to bias, and motivate change through ads like "The Talk," "Love Over Bias" and "We Believe."
  - P&G is a Steering Committee Member of CEO Action for Diversity & Inclusion, the largest CEO-driven business commitment to advance diversity and inclusion in the workplace.
  - P&G has been recognized among Forbes Best Employers for Diversity (U.S.), with more than 140 nationalities represented in our global workforce.
  - We seek to build a better world for all of us - inside and outside P&G - a world free from bias and with equal voice and equal representation for all individuals.
  - We partner with prominent advocates for gender equality to host #WeSeeEqual forums at P&G sites globally.
  - P&G leaders connect with local female entrepreneurs around the world, in partnership with WEConnect International, to help empower and educate women as they grow their businesses.
  - We promote brand campaigns that champion gender equality, challenge gender stereotypes, and encourage women to be fearless in pursuit of their goals.
- Environmental Sustainability**
  - Building on our legacy of environmental leadership, we set and achieve ambitious goals that seek to address some of the world's most pressing environmental challenges.
  - Constantly strive to outperform our targets, launching Ambition 2030 goals in 2018 to drive responsible consumption through our brands' supply chain, society, and our employees.
  - Founding member of the Alliance to End Plastic Waste, a cross value chain partnership committed to advancing solutions to eliminate plastic waste in the environment.
  - Invest in brand innovation that helps the Company and our consumers reduce their environmental impact.

You can find more details about our work in each of these Citizenship pillars in our 2018 Citizenship Report, available at <https://www.pg.com/citizenship2018>.

2019 Proxy Statement

Total of 003 pages in section



PUBLIC STORAGE



Business, Compensation, and Governance Highlights

**SUSTAINABILITY FRAMEWORK**

**Overview and Alignment with Company Strategy**

We recognize our responsibility as a global citizen to operate in a responsible and sustainable manner that is aligned with the Company's long-term strategy and promotes the best interests of our Company and its stakeholders.

The cornerstone of our strategy is a focus on long-term value creation through operational, cultural, financial, and reputational resilience. We run our business for decades—not just months or years—to come. We leverage our fortress balance sheet, strong free cash flow, and industry-leading size and brand to execute on this strategy in a way that differentiates us from our competitors. These elements have created significant competitive advantages for us that, in turn, reinforce and perpetuate our ability to create long-term value.

Adherence to our strategy has resulted in:

- a large, **geographically diversified portfolio** that serves the needs of our diverse customer base;
- **consistent growth, strong and sustained financial performance, and stability** for our stakeholders;
- a **diverse and dedicated employee base** with a strong corporate culture built on integrity; and
- **robust governance** rooted in proactive oversight and risk management.

**Our Commitments**

Our commitment is to deliver on a comprehensive and innovative sustainability strategy while enhancing communications to our stakeholders. We will maintain an integrated, forward-looking, enterprise-wide approach across our operating, capital allocation, and balance sheet strategies. We will strive further to reduce our environmental footprint while strengthening the resilience of our properties and Company in the face of environmental, economic, political, data security, reputational, and other forms of risk. Within this risk environment, we will also continue to identify and act upon opportunity.

Public Storage | 2020 Proxy Statement | 5

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RAYONIER ADVANCED MATERIALS INC.



COMMITMENT TO BEST PRACTICES IN CORPORATE GOVERNANCE

**SUSTAINABILITY OF OUR BUSINESS, COMMUNITY AND ENVIRONMENT**

**Overview**

Sustainability is an integral part of our strategy to maximize long-term stockholder value. Our global sustainability platform is derived directly from our Company values and cultural cornerstones. We are focused on doing what's right in conducting our business to ensure that we preserve resources for future generations and provide a safe and healthy working environment for our colleagues, while at the same time promoting the continued financial success of the Company and its businesses.

**Stewardship**

Stewardship is at the heart of our sustainability practices. It means forming partnerships with the people who live, work and raise families in the communities near the forests from which we source our wood and our manufacturing plants, including indigenous communities. It means making quality products from renewable resources so our customers can create their remarkable products we use every day. It means creating a workplace where our employees can have a rewarding career. It means operating our manufacturing plants in an environmentally responsible way and in compliance with laws. It means partnering with suppliers who share our values and commitment to stewardship and sustainability principles.

**Sustainability Report**

Our 2019 Sustainability Report, which can be found on our Company website at <https://rayonieram.com/sustainability-overview/2019-sustainability-report/>, provides significant disclosure and transparency regarding our Company-wide sustainability efforts. The Report highlights in detail various specific actions our Company has taken to demonstrating its commitment to sustainability, including in the following areas:

- Managing forests and procuring fiber responsibly, and subscribing to internationally recognized forestry standards.
- Partnering collaboratively with First Nations in Canada through business relationships, employment opportunities and community and conservation projects.
- Investing in scientific research to keep forests healthy.
- Continuously looking for ways to conserve energy and water, increase efficiency, reduce the quantities of chemicals we use and recycle/reuse manufacturing byproducts.
- Producing innovative products from renewable materials, in many cases offering our customers a substitute for petroleum-based chemicals.
- Engaging with and investing in our communities through charitable initiatives, local scholarship programs, open houses and participation on Community Advisory Councils.
- Establishing a safety leadership culture focused on everyone working incident free.

**Sustainability Council**

Our Sustainability Council is comprised of members of senior management representing a broad cross-section of our business. Working under the close oversight of our Board of Directors, the Council identifies the sustainability issues most critical to our business and our stakeholders, recommends programs to advance the Company's sustainability objectives and identifies the data we need to collect to measure and report progress.

In 2019, members of the Sustainability Council engaged with our customers, investors and other stakeholders and received valuable feedback that helped inform the Company's sustainability strategy, priorities and initiatives. The Council also published a new human rights and diversity policy and a supplier code of conduct, which are

10 ADVANCED MATERIALS

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REPUBLIC SERVICES, INC.



SUSTAINABILITY AT REPUBLIC SERVICES

**The Five Elements of Our Sustainability Platform**

**Safety**  
Nothing is more important than safety. The nature of our business model requires us to be uncompromising on safety. A sustainable planet is only possible if everyone works and lives together, safely.

**People**  
We believe an engaged and diverse workforce is the greatest indicator of our success. Our people make Republic a preferred place to work and help our communities to be strong and vibrant.

**Operations**  
With one of the largest fleets in the nation and an average of 5 million pickups per day, we know it's important for us to continuously leverage technology to reduce emissions while increasing efficiency.

**Materials Management**  
Our experience, passion, and high ethical standards drive us to do more, solve more, innovate more and turn waste into solutions that deliver a valuable product or service while also protecting our planet.

**Communities**  
Investing in the communities where we live and work is important to us. We provide financial support, volunteer our time and provide in-kind donations to help our communities thrive.

For more information about our Sustainability Platform and our new 2030 Sustainability Goals, please visit [Republicservices.com/sustainability](https://Republicservices.com/sustainability)

Awards & Recognition for Our Blue Planet® Sustainability Initiatives

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RESIDEO TECHNOLOGIES, INC.



**Our People, Our Environment and Our Community**

**Our Culture**

Resideo has an aspirational vision called our Performance Signature®, which defines who we want to be as a company. We will keep doing what works, get rid of what does not and start new elements that we will need to be successful in the smart home market.

We promote a business with a clear purpose that we can all be proud of, that innovates in new ways, operates with high velocity and agility to get the job done, and is vested in our people.

Our Performance Signature® contains four energies that are intricately woven together to guide us in shaping the culture of Resideo. Energies are clusters of mindsets and behaviors with a strong link to business performance. Each of these describes a different aspect of the culture we need in order to succeed; driven by purpose, high velocity operators, breakout innovators, vested in our people.

**Vested in Our People**

Those who are Vested in Our People assist in the growth of those around them and bring joy to the business through care, transparency and building trust.

**High Velocity Operators**

Those who are High Velocity Operators consistently produce great products by working at a high-paced rhythm. They know how to operate within resource constraints and make decisions that serve the business as a whole while collaborating with those who need to be involved.

**Driven by Purpose**

Our business grows and thrives by focusing on our customer, commitment, courage and knowing where we are going and why. Those who are Driven by Purpose demonstrate their commitment and passion by coming up with distinctive solutions that create true value for our customers, partners, people and shareholders.

**Breakout Innovators**

Those who are Breakout Innovators set the industry standard through boldness, curiosity, questioning and calibrated risk taking.

**Diversity and Inclusion**

Resideo is committed to encouraging a diverse and inclusive environment that helps attract and retain the global talent needed to drive our business forward. We have adopted a Code of Business Conduct ("Code") that requires our employees to respect each other and promote a positive workplace. We regularly report the results of our efforts regarding diversity and inclusion and any reported allegations involving the Code to the Board.

In early 2020, we refreshed our Code, which continues to require that employees treat each other with dignity and respect, and links to our Global Harassment and Retaliation policy, prohibiting workplace harassment in any form. Per our Code, we believe that our diverse, talented global workforce is the key to our success. In 2019, we launched BeingYou@Resideo, an initiative to establish discussion forums such as Women@Resideo and Pride@Resideo, and we offered unconscious bias training to all our employees. We continue to require our businesses and regions to report to our executive leadership about progress with respect to our diversity and inclusion initiatives. Similarly, as part of our commitment to our communities and our world, Resideo respects a

**resideo** 2020 PROXY STATEMENT | 29

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**ESG AT SALESFORCE**

## ESG AT SALESFORCE™

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

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

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

### Protecting Our Planet

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

### Carbon and Energy Strategy

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

### Global Collaboration & Initiatives

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

In January 2020, the World Economic Forum (WEF) and certain partners, including Salesforce, launched 11.org with a goal to conserve, restore and grow 1 billion trees within this decade. This initiative is designed to empower and mobilize communities to slow the planet's rising temperatures and work towards decreasing emissions to a 1.5 degree science-based target. To achieve this goal, Salesforce will contribute our technology to WEF's iLink, a new digital platform to bring stakeholders together to solve the United Nations' Sustainable Development Goals. We have also made a commitment to support and mobilize the conservation and restoration of 100 million trees over the next decade.

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

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## Our Commitment to Stewardship

The energy industry is changing, and Schlumberger's vision is to define and drive high performance sustainability. Our core commitment is to enable our customers to operate more safely, efficiently, effectively and in an environmentally responsible manner.

Schlumberger has a long history of social and environmental leadership, including:

- becoming the first company in upstream E&P services to commit to setting a science-based target in emissions reduction;
- developing the industry-first Stewardship Tool to incorporate sustainability into engineering and operational practices; and
- being among the first in our industry to establish a nationality and gender diversity goal, and to develop contractual provisions for suppliers regarding employee working conditions.

In line with stakeholder expectations, our Global Stewardship program addresses:

- opportunities and risks associated with the energy transition and climate change;
- the protection of the environment;
- investing in and engaging with the communities where we and our customers live and work; and
- safeguarding human rights and promoting diversity.

To find out more about our Global Stewardship program, see our annual *Global Stewardship Report*, which is available at [www.slb.com/globalstewardship](http://www.slb.com/globalstewardship).

To continuously strengthen and increase transparency around our ESG reporting efforts, we use key sustainability frameworks as main points of references, including:

- Global Reporting Initiative Standards;
- IPECA Sustainability Reporting Guidelines;
- Sustainability Accounting Standards Board Standards;
- Task Force on Climate-Related Financial Disclosures ("TCFD") Recommendations;
- U.N. Sustainable Development Goals; and
- U.N. Guiding Principles on Business and Human Rights Reporting Framework ("U.N. Guiding Principles").

As part of our Global Stewardship program, we chose, at the corporate level, 11 of the 17 U.N. Sustainable Development Goals that we believe we can effect. In 2019, we began engaging our leadership teams across each of our GeoMarket regions to select Sustainable Development Goals to focus on by 2020, and to further develop local sustainability plans and objectives.

Our CEO, various of his direct reports, and other members of our management also have sustainability goals incorporated into their short-term incentive compensation opportunity for 2020.

### Protecting the Environment and Addressing Climate Change

In December 2019, we became the first company in upstream E&P services to commit to setting a science-based target to reduce our greenhouse gas ("GHG") emissions, as defined by the Science Based Targets Initiative ("SBTi"). In line with SBTi's defined criteria, we will define our GHG reduction target by 2021. Our science-based target will align with the goals of the U.N. Paris Agreement and will be calculated using expertise from our extensive scientific community. We have set an initial target to reduce GHG emissions from our fuel and power consumption by 30% by 2025. We will revise this target accordingly once our science-based target has been defined and approved. We are also examining opportunities to reduce our indirect GHG emissions from associated input and outputs of our operations.

Also in 2019, we complemented our well-established risk assessment program with a comprehensive climate risk assessment in a country that is representative of our operational activities. This project adopted TCFD's recommendations related to the identification of opportunities and risks—both financial and physical—associated with climate change, including conducting scenario-based analysis in accordance with the U.N. Paris Agreement. After a detailed evaluation of our operations in the selected country, we identified both acute and chronic physical climate risks, as well as potential risks and opportunities associated with the energy transition. Findings from this project were communicated to Schlumberger management and our Board and are further shaping our internal climate strategy. For example, we launched a global sea-level rise assessment, which we expect to complete in 2020. We have expanded our climate assessment project and, as of January 2020, our operations in countries representing over 50% of our total 2019 revenue are participating in the program.

In addition, we offer a broad portfolio of technologies with a reduced environmental impact aimed at helping our customers in decreasing their environmental footprint: using cleaner chemistry and reducing waste; and increasing decarbonization elements throughout each phase of the oil and gas exploration and production process. Metrics tracked and supported by our Stewardship Tool include:

- water usage;
- CO<sub>2</sub> emissions;
- air quality;
- chemical exposure;
- local operations safety;
- land disturbance; and
- traffic impact and noise.

Schlumberger Limited 2020 Proxy Statement

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**Proxy Summary**

## Recycling Today for a Sustainable Tomorrow

At Schnitzer, Sustainability is at the core of what we do. By recycling scrap metal, we are diverting and reusing millions of tons of materials each year that might otherwise be destined for landfills. At our metals recycling facilities, the ferrous and non-ferrous scrap metal we process reduces the need for intensive mining of virgin material for use in steel manufacturing. Our Pick-n-Pull facilities extract the maximum use from end-of-life vehicles by providing affordable, used auto parts to consumers, as well as auto bodies for recycling. At our Cascade Steel Mill ("Cascade"), we use scrap metal to produce new steel products that are used to, among other things, build new houses, bridges and commercial buildings—infrastructure projects that help improve the quality of life for people in our communities and beyond.

Sustainability is also at the core of how we operate. As a result of our investment in a state-of-the-art water recycling system at Cascade, we recycle about 80% of the water used at the mill and source most of our electricity from hydroelectric power generated by the Columbia River Dam System. Also in our metals recycling business, we are investing in sustainable advanced materials recovery innovations that will increase our metal extraction yields and decrease landfill waste. Moreover, at our metal shredder facilities, we are investing in enclosure and emission control technologies to reduce our long-term greenhouse gas and particulate matter emissions from these operations.

Steel, our largest traded material, is the world's most recycled product. As compared to using newly extracted ore in steel manufacturing, the use of recycled metal in the steel manufacturing process:

- Saves 74% in energy input;
- Reduces water use by approximately 40%;
- Shrinks virgin material use by 90%; and
- Minimizes mining waste generation by 97%.

**What We Do:**

- ✓ Acquire and recycle millions of tons of scrap metal including vehicles, rail cars, home appliances, industrial machinery, manufacturing scrap, and construction and demolition scrap through our 96 auto and metals recycling facilities
- ✓ Sell our recycled metal products for reuse by steel mills and other manufacturers located in 27 countries, including the U.S.
- ✓ Manufacture finished steel products such as reinforcing bar, merchant bar, and wire rod at our electric arc furnace mill in Oregon using recycled scrap metal primarily sourced from our own metals recycling operations
- ✓ Sell millions of serviceable used parts from end-of-life vehicles at our 51 retail self-service auto parts stores, providing affordable parts to customers while saving resources that would be consumed in producing new parts

In fiscal 2019, we accomplished the following:

Notice of Annual Meeting of Shareholders and 2019 Proxy Statement | 8

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## Corporate Responsibility

Our approach to corporate responsibility is grounded in our commitment to protecting and developing our greatest assets—our company, our employees, the communities where we live and operate and the world around us. Presented below are highlights of our corporate responsibility program. You can find additional information about our program on our Investor Relations website, [investor.sherwin-williams.com](http://investor.sherwin-williams.com).

**Our Company** *We believe the pursuit of excellence is an ongoing commitment and a vital part of our culture.*

**Culture**

- ✓ Seven guiding values are the foundation of our Culture of Excellence.
  - Integrity — We keep our promises to our employees, customers and shareholders.
  - People — We are committed to providing safe, healthy and inclusive work environments.
  - Service — Our service approach is exemplary, personal and professional, accompanied by the strongest product knowledge and supply chain in our industry.
  - Quality — With a strong commitment to continuous improvement, we challenge ourselves to set the industry standard for excellence in color, products and coatings.
  - Performance — We set high expectations for—and take care to measure and reward—the achievement of challenging goals.
  - Innovation — We encourage expansive thinking and innovation through challenging assumptions and leveraging our collective ingenuity and imagination.
  - Growth — We are committed to growth that is sustainable and benefits our employees, customers and shareholders.

**Ethics & Compliance**

- ✓ Annual Global Compliance Training — We believe it is important for our employees to complete annual training on numerous policies, including our Code of Conduct, to ensure integrity guides our business every day, and in every decision we make.
- ✓ Global Environmental, Health and Safety (EHS) Policy — We are committed to global leadership and excellence in EHS throughout our operations.
- ✓ Supplier Code of Conduct — We expect all of our suppliers and their subcontractors to operate in a manner that is consistent with our values.

**Our Employees** *We have a long legacy of providing a safe and inclusive work environment and fostering diversity within the company.*

**Safety & Health**

- ✓ Recordable Safety Incidents — For 2019, 65 Global Supply Chain sites had zero recordable safety incidents. We track the total number of employees with recordable incidents per 200,000 hours worked each year. For 2019, our rate was 1.3.
- ✓ Safety & Health Management Systems — As of December 31, 2019, 14 manufacturing sites were certified for safety and health management systems under OSHA's 19001 and 32 manufacturing sites were certified for such systems under the OSHA voluntary protection program.
- ✓ Emergency Management Programs — All manufacturing facilities have trained emergency action teams that practice responding to various emergencies throughout the year.
- ✓ Fleet Accidents — We are consistently well below industry benchmarks for fleet accidents per million miles.
- ✓ Fires & Spills — We are committed to Process Safety Management improvement to minimize the risk of fires and spills.

**Inclusion & Diversity**

- ✓ Equal Employment Opportunity Policy — We are proud to be an Equal Employment Opportunity/Affirmative Action employer committed to an inclusive and diverse workplace.
- ✓ Recognized — Over the past year, we have been recognized by Forbes as one of the "Best Employers for Diversity 2019," "Best Employers for Women 2019," "Best Employers for New Grads 2019" and "Best Employers for Diversity 2020."
- ✓ Conscious Inclusion Training — We believe in equipping our employees with inclusive leadership behaviors and resources to help advance our values, improve performance, drive business growth, enhance customer experience and drive shareholder value.
- ✓ CEO Action for Diversity & Inclusion™ — Our CEO is a signatory to the largest CEO-driven business commitment to advancing inclusion and diversity in the workplace.

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SPIRIT REALTY CAPITAL, INC.



**Key Initiatives at Spirit:**

**Human Capital Management**  
At Spirit, we are "All One Team"

- Workplace Culture.** Regularly conduct employee surveys and implement responsive corporate culture initiatives. Board invites employees to meet with directors to encourage open dialogue
- Diversity and Inclusion.** Diversity is a priority in our hiring process, and we seek to cultivate an inclusive culture. We protect the rights of women and minorities
- Development and Training.** Offer resources and training to our employees to position them for success
- Employee Wellness.** Support employees' health and wellness by implementing numerous wellness initiatives
- Health & Safety.** Encourage dialogue with our employees about their occupational health, safety, and environmental concern

**Environment**  
Committed to reducing our environmental footprint and managing risk

- Energy Consumption.** Use of automatic lighting control system and ENERGY STAR certified products at our headquarters
- Pre-Acquisition Diligence.** When evaluating new investments, we consider environmental factors & risks, and obtain a site assessment
- Risk Mitigation.** We include comprehensive environmental provisions in our leases and carry master environmental insurance coverage for every property we own
- Recycling.** We recycle materials such as aluminum, paper and plastic
- Paper.** Encourage paperless environment
- Water.** Encourage employees to use reusable water bottles
- Investor Meetings.** Use iPads instead of printing and mailing decks

**Community**  
Commitment to being a good corporate citizen

- Community Involvement.** Support non-profit organizations and encourages employees to participate in volunteer activities
- Employee Gift Matching.** Spirit will match charitable contributions made by our employees to eligible organizations

**Ethics**  
Our directors, officers and employees are subject to a Code of Business Ethics

- Human Rights.** Committed to protecting human rights
- Labor.** Committed to compensating employees at competitive rates
- Anti-Corruption.** Prohibit corruption in all of its forms
- Fair Living Wages.** Committed to providing a fair living wage for all of our employees

**VOTING ITEMS AND ROADMAP**

Proposals to be Voted on and Board Voting Recommendations

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

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STATE STREET CORPORATION



**Corporate Responsibility**

State Street's commitment to social and environmental responsibility and our belief in giving back to the communities in which we live and work are critical to our long-term success. We recognize that sustainable growth comes from operating with absolute integrity and in a way that respects our shareholders, clients, employees, communities and the environment. We firmly believe in the principles of sound governance and helping our clients succeed. We are dedicated to maintaining a global and inclusive workplace where employees feel valued and engaged. We believe we have a responsibility to enrich our communities, and to be a leader in environmental sustainability, both in the way we carry out our operations and in the products and services we offer, and the Board monitors activities and practices on ESG related matters. Corporate responsibility highlights and achievements for 2019 include the following:

**Leadership and Governance**

36% Female Director Nominees

27% Non-U.S. Director Nominees

91% Independent Director Nominees

**Business Model and Innovation**

\$1.9<sup>B</sup> Investment Management Total Revenue

\$381<sup>B</sup> ESG Assets Under Management

\$9.8<sup>B</sup> Investment Servicing Total Revenue

**Human Capital**

39,103 Employees Worldwide

24 Employee Resource Groups

120 Employee Resource Group Chapters Globally

**Social Capital**

\$15.9<sup>M</sup> Foundation Philanthropic Contributions

\$5.1<sup>M</sup> Foundation Matching Gifts

82,897 Employee Volunteer Hours

**Environment**

-31% Greenhouse Gas Emissions as compared to 2015 (Goal: -30%)

-21% Water Usage as compared to 2015 (Goal: -10%)

72% Recycling Rate (Goal: 67%)

Leadership and Governance data is as of April 8, 2020. All other data is as of December 31, 2019.

State Street Corporation vi

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STORE CAPITAL CORPORATION



**CORPORATE RESPONSIBILITY**

STORE defines its success by its ability to make a positive difference for its many stakeholders. STORE's beginning was inspired by its belief that it could make a positive difference for real estate-intensive businesses across America by delivering innovative and superior real estate capital solutions. In that process, STORE has sought to add an important tool to middle market company capital formation while improving the liquidity of middle market businesses.

For its many customers, STORE's real estate lease solutions have contributed to their prospects for wealth creation and to their ability to grow, create jobs and contribute to many communities across the country. In turn, meeting the needs of its customers provides an extraordinary investment opportunity that STORE believes holds the promise of sustainable long-term wealth creation for its stockholders. In fulfilling this mission, STORE has grown its staff to 97 associates, with a number of key leaders that have worked together through predecessor companies. From the earliest of these predecessor companies in the 1980's, STORE's leadership team has shown a commitment to employee development, employee engagement and personal growth central to the creation of a quality business.

At STORE, we believe that one of our most valuable corporate assets is our reputation for honesty, fairness and candor in all our business activities. It is the responsibility of everyone associated with STORE to protect and enhance our corporate integrity. Accordingly, we are committed to operating our business responsibly, guarding our valuable reputation and creating long-term and sustainable value for our company through a robust business model and attentiveness to all of our many stakeholders. During 2019, we built upon our existing corporate responsibility initiatives, adding a Corporate Responsibility tab to the front page of our website and a Corporate Responsibility section to our regular quarterly investor presentations. We also built on our Corporate Sustainability initiatives and formed a Board-guided leadership structure to oversee and drive these key initiatives, including the adoption of fundamental policies and practices.

**Environmental, Social, Governance (ESG)**

Corporate Governance And Ethical Business Practices

Environmental Stewardship

Social Responsibility

SITIDORE capital | 2020 Proxy Statement 5-5

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SYKES ENTERPRISES, INCORPORATED



**CORPORATE GOVERNANCE**

**CORPORATE GOVERNANCE**

The Company maintains a corporate governance page on its website which includes key information about its corporate governance initiatives, including its Corporate Governance Guidelines, Code of Ethics, and charters for the committees of the Board of Directors. The corporate governance page can be found at [www.sykes.com](http://www.sykes.com), by clicking on "Company," then "Investor Relations" and then on the links under the heading "Corporate Governance."

The Company's policies and practices reflect corporate governance initiatives that are compliant with the listing requirements of the Nasdaq Stock Market and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, including:

- the Board has adopted clear corporate governance policies;
- a majority of the Board members are independent of the Company and its management;
- all members of the key Board committees – the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Finance Committee – are independent;

**Corporate Responsibility and Sustainability**

As the Company continues to grow and evolve, so too must our thinking around sustainability and our impact on the people and communities we serve. The Company has embraced this responsibility, making great strides in 2019 and setting the stage for continued success in 2020.

The concept of sustainability consists of three (3) basic pillars: (i) Social, (ii) Environmental, and (iii) Economic. Recognizing the effort needed to address each pillar adequately, the Company formed the Global Sustainability Council (the "Council") in 2019.

The Council recently created a sub-committee for each of the three (3) sustainability pillars, providing even greater structure to support the Company's efforts. The sub-committees meet quarterly, while the Council meets bi-annually.

Raising awareness regarding the importance of sustainability is one of the Council's top priorities. To that end, the Council distributes relevant material via the Company's global, internal communication channels, and has also produced several videos highlighting various sustainability initiatives within the Company.

SYKES ENTERPRISES, INCORPORATED | 2020 Proxy Statement 11

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T-MOBILE US, INC.



**CORPORATE GOVERNANCE AT T-MOBILE**

Our efforts have not gone unrecognized. In 2019, we were named Forbes Best Employers for Women 2019, Forbes Best Employers for Diversity 2019, and we were also named FORTUNE Just Companies in 2020. In addition, we received a perfect 100 on the Human Rights Campaign

**T-Mobile is Mobilizing for Good**

Over the past 7 years, T-Mobile has challenged the status quo of a broken industry and transformed it by listening to customers and solving their pain points, one Uni-Carrier move at a time. We are equally committed to addressing some of the most pressing problems facing our communities and planet.

**SUSTAINABILITY**

T-Mobile is fully committed to sustainability — it's simply the right thing to do! Our community expects us as the Uni-carrier to shake things up by making big, industry-leading commitments and that applies just as much to the way we show up for our planet. First and foremost, we're working toward an ambitious goal to be powered by 100% renewable energy by 2021 through our commitment to RE100. Next we're working to increase our energy efficiency from our offices to our network — we're taking big steps to a smaller footprint.

In 2019, we entered into five new green contracts — four solar farms and a wind farm — that will be added to our clean energy provider portfolio when they come online by 2021. These moves, in addition to the previously announced wind farm projects that we signed in 2018, will bring us to 95% of our RE100 commitment to use 100% renewable energy by 2021.

Further cementing our position as a leader in climate change, T-Mobile is the first major carrier in the U.S. to have approved science-based targets, which guide our pledge to reduce scope 1, 2 and 3 emissions in line with climate science and the Paris Agreement. Each year we report our progress through the

**5G For Good**

On November 7, 2019, we announced our plans for the first Uni-carrier Move for the combined company following the closing of the Sprint Combination — 5G FOR GOOD. Featuring three bold initiatives that harness the new company's transformational network capabilities to bring accessibility and connectivity to all Americans.

<p><b>Connecting Heroes Initiative</b></p> <p>10-year commitment to provide free 5G service — unlimited talk, text, and streaming data — to public and non-profit state and local first-responder agencies.</p>	<p><b>Project 10 Million</b></p> <p>A \$10 billion service commitment to eradicate the "homework gap" by offering free service hotspots, and devices to 10 million households around the U.S. over five years.</p>	<p><b>T-Mobile Connect</b></p> <p>A groundbreaking prepaid service offering that will deliver a new competitive \$15 per month prepaid option to everyone, especially lower-income consumers.</p>
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TEGNA INC.



**TEGNA Proposal 1—Election of Directors: Corporate Social Responsibility**

TEGNA's Corporate Social Responsibility website (<https://www.tegna.com/corporate-social-responsibility/>) contains information on our environmental and social policies and programs, including the following:

- Environmental Policy:** Our Environmental Policy promotes the operation of our business in a manner that is environmentally responsible by reducing our carbon footprint and conserving energy. More importantly, TEGNA stations also regularly report on environmental and sustainability issues impacting our communities, that have, in many instances, made a difference in the lives of the people in those communities.
- Codes of Conduct:** Our Codes of Conduct, applicable to all our directors, officers, employees and vendors, reflect our values and expectations on a number of topics, including a discrimination-free work environment, the efficient use of our assets, professional business conduct, supplier diversity and fair compensation. The TEGNA Code of Vendor Conduct details our expectations with regard to fair labor practices, the protection of human rights, privacy and data security, anti-bribery and anti-corruption protections, and compliance and misconduct reporting.
- Ethics Policies:** Our Ethics Policies ensure that all of our directors, officers and employees conduct themselves with the highest professional standards. As a company that produces and distributes the highest-quality news and information content, journalistic integrity is critical to ensure TEGNA's stations are one of the most trusted news sources in their communities. TEGNA's Principles of Ethical Journalism define the behavior to which all employees who gather, report, produce and distribute news and information on any platform must adhere. Our core principles of Truth, Independence, Public Interest, Fair Play, and Integrity form the foundation for all news content produced by TEGNA stations.
- Social Media Policy:** We maintain a Social Media Policy that applies to all TEGNA employees. Additional policies are outlined for TEGNA's community-facing employees and news and editorial employees.

Our Board's Public Policy and Regulation Committee guides the Company's corporate social responsibility and sustainability efforts, and reviews and reports on these efforts on a periodic basis to our Board.

<p><b>Social Capital</b></p> <p>Creating societal impact is at the core of our purpose to serve the greater good of our communities, to make a difference in our work, our company and our communities.</p>	<p><b>Human Capital</b></p> <p>TEGNA is committed to building a fully inclusive culture and equity in talent hiring and management decisions. Women comprise 42% of the Board and 47% of our workforce.</p>	<p><b>Corporate Governance</b></p> <p>The TEGNA Board has implemented fit-for-purpose corporate governance policies that align with best practices for publicly held companies and the evolving expectations of shareholders and institutional investors.</p>	<p><b>Environment</b></p> <p>TEGNA is committed to managing our environmental impact responsibly and protecting the environment through our investigative journalism and business practices.</p>
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“Our purpose to serve the greater good of our communities is the fundamental basis of our company culture and role as journalists. Our people strive to make a difference in our work, our company and our communities. Our purpose and culture are vital to the creation and protection of TEGNA's long-term value.”

Howard Elias, Chairman

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TERADATA CORPORATION



**CORPORATE RESPONSIBILITY AND SUSTAINABILITY**

**Our Mission**

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

**Our Commitment**

At Teradata, we are committed to fostering a corporate culture, anchored in our core values, that intentionally fosters inclusion and diversity, operating in a sustainable manner and giving back to the communities in which we operate. We are committed to a diverse and inclusive workplace. We believe that all our stakeholders — our stockholders, employees, customers, suppliers, the people in the communities in which we operate, and the environment — must be considered in our daily operations. As a result of our focus on our culture and our communities, we are committed to giving back to the places in which we operate, and we believe in doing our part to address the world's environmental challenges. We are achieving these commitments through a number of initiatives, including those listed below.

**Governance**

Our board and management team set the tone for our corporate culture, and one vital element of our culture is operating as a good global citizen. Our board is actively engaged in the oversight of our corporate responsibility and sustainability. Our Audit Committee is tasked with responsibility and oversight of our ethical standards and compliance, including initiatives pertaining to corporate social responsibility, sustainability and long-term corporate strategy and performance. Our Compensation and Human Resource Committee provides board-level oversight relating to matters regarding our people, including supporting our Company's inclusion and diversity practices, as well as overseeing our leadership development activities.

Our management is responsible for implementing the Company's ethical standards and compliance initiatives. Representative of the importance of our commitment to Corporate Social Responsibility (CSR), we created a cross functional team of representatives across the Company to monitor our corporate social responsibility and supporting areas for ongoing efforts.

Our Chief Human Resources Officer is responsible for implementation of the Company's human resources strategies and programs, including our inclusion and diversity initiatives, employee engagement and enhancing the employee experience, as well as career development and executive leadership planning. In addition, our Chief Ethics, Compliance and Privacy Officer is our senior leader responsible for our ethics and compliance initiatives, including administration of our Code of Conduct.

**Our People and Culture**

Teradata's strength is our people. We are an equal opportunity employer, committed to sustaining a world-class team by empowering an environment that is intentionally inclusive and fully leverages diversity in all aspects of our business. We champion each other, share our expertise and team from each other to multiply our collective value for Teradata's competitive advantage. We continuously strive to create an environment where differences are valued, supported and encouraged.

Teradata is committed to providing a working environment free from discrimination and harassment. We are actively engaged in nurturing an inclusive culture: one that seeks out, welcomes and values diverse people and encourages inclusiveness in our actions. In addition, we remain firmly committed to ensuring that all of our team members are compensated fairly, based on ability, job responsibilities, experience, and performance. Our people and culture initiatives, including those relating to diversity and inclusion, include the following:

- We are providing training on bias to all employees and monitor metrics for our progress. We commit to leverage our insights to uncover unconscious bias and take action to catalyze change.
- We provide resources and assets to our employees on how to engage within culturally- and geographically-dispersed work teams to ensure a culture of growth, learning and collaboration. In 2020, we plan to have each member of our workforce participate in our Culture Learning Lab, a globally delivered interactive workshop that will heighten the behaviors that contribute most to an outstanding culture.
- We have made a formal pledge, along with more than 650 CEOs of global organizations, to the CEO Action for Diversity & Inclusion™, a major effort to create more equality in the workplace.

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THE TIMKEN COMPANY



**Corporate Social Responsibility**

At The Timken Company, we conduct our business with ethics and integrity while embracing a strong spirit of social responsibility. Last year, we released our first corporate social responsibility report. The report detailed our investments in our associates and communities and our commitment to engaging in practices to protect the environment during 2019. For more information regarding our corporate social responsibility program, please see page 24 of the Proxy Statement or our corporate social responsibility report covering 2018 available on our website at <https://www.timken.com/about/corporate-social-responsibility/>.

**2019 Performance Highlights**

2019 was a second consecutive record-setting year for Timken, with strong operating and financial performance both year-over-year and as compared against industrial peers. We profitably grew the Company in 2019, increasing revenue approximately 6% to \$3.79 billion, net income approximately 20% to \$362.1 million and adjusted earnings before interest, taxes, depreciation, and amortization ("EBITDA") by approximately 12% to \$726.3 million. We achieved record earnings per diluted share ("EPS") of \$4.71 and record adjusted EPS of \$4.60<sup>1</sup> up approximately 22% and 10%, respectively, from the prior year. We generated adjusted return on invested capital ("ROIC") of 11.9% in 2019. In addition, we generated strong net cash from operations of approximately \$550.1 million and free cash flow of \$409.5<sup>1</sup> million. This strong cash generation allowed us to continue to return cash to investors and deploy capital to grow the business, while staying within our targeted net debt range.

We have continued to create significant shareholder value by delivering total shareholder return ("TSR") of 15.1%, 8.6% and 15.3% over the past three-, five- and ten-year periods, respectively. Our three-year TSR outpaced both the median of our 2019 compensation peers and the S&P 500 Industrials.

<sup>1</sup> See Appendix A for reconciliations of adjusted EBITDA, adjusted EPS, adjusted ROIC, and free cash flow to their most directly comparable GAAP financial measures. Adjusted ROIC is calculated as adjusted net operating profit after taxes divided by average invested capital. Free cash flow is defined as net cash from operations minus capital expenditures. These performance metrics used for external reporting may not correlate exactly to their corresponding compensation adjusted metrics due to slightly different adjustments (see pages 43, 45, 46 and 47 for more details on how the compensation adjusted metrics are calculated).

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**Our 2021 Sustainability Goals**

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

To read the latest Sustainability Report, find it online at: <https://www.univar.com/sustainability/resources-reporting/>

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

**Global Responsibility Goals**

**Energy & Emissions**

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

**Resource Use**

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

**Responsible Handling**

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

**Safety**

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

**Sustainable Supply Chain**

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

**Equality, Diversity and Inclusion**

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

**Univar Solutions' approach to better business**

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

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

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**PROXY STATEMENT SUMMARY**

**Environmental Sustainability and Social Responsibility Highlights**

<b>Environmental Sustainability</b>	<p><b>Leased Property Portfolio</b></p> <p>We implemented tenant engagement initiatives designed to assist us in understanding the environmental impact of our leased properties and to gather environmental sustainability data in order to monitor sustainability metrics at our leased property portfolio. Although not contractually required, in 2019 certain of our tenants reported to us on LEED certification, water and energy use, emissions and waste diversion.</p> <p><b>Operated Golf Courses</b></p> <p>We implemented recording and reporting protocols at our owned and operated properties in order to monitor our environmental impact at those properties and commence our progress towards setting long-term sustainability targets. The metrics measured in 2019 included water and electric energy use.</p> <div style="text-align: center;"> <p>1% Reduction in Electric Energy Use (Between 2018 and 2019) 6% Reduction in Water Use (Between 2018 and 2019)</p> </div> <p><b>Corporate Headquarters</b></p> <p>In 2019, we relocated our corporate headquarters to a LEED Gold certified building with an Energy Star label.</p> <div style="text-align: center;"> </div> <p><b>Corporate Culture</b></p> <p>We are committed to creating and sustaining a positive work environment and corporate culture that fosters employee engagement, and diversity and inclusion, through competitive benefit programs, training and internal development opportunities, tuition reimbursement, and community service events. This commitment has resulted in us being certified as a Great Place to Work® as noted below.</p>
<b>Social Responsibility</b>	<p><b>Policies and Principles</b></p> <p>Our Board of Directors has adopted a Corporate Social Responsibility Policy to reinforce our commitment to the improvement of economic, environmental and social conditions through our business activities and within the scope of our capabilities.</p> <p><b>Diversity and Inclusion</b></p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <p>50% Female Directors</p> </div> <div style="text-align: center;"> <p>50% Female Corporate Employees</p> </div> <div style="text-align: center;"> <p>25% Female Named Executive Officers</p> </div> <div style="text-align: center;"> <p>31% Ethnically Diverse Corporate Employees</p> </div> </div> <p><b>Accolades</b></p> <p><b>2019 - 2020 Great Place to Work</b></p> <p>In 2019, we were certified as a Great Place to Work® by the Great Place to Work® Institute.</p> <div style="text-align: center;"> </div> <p><b>2020 Women on Boards "W" Winning Company</b></p> <p>We have been recognized by 2020 Women on Boards because our Board of Directors consisted of at least 20% female directors during 2019.</p> <div style="text-align: center;"> </div>

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- Governance:** individual ESG topic areas are managed at a function level, with responsibility rolling up to executive level oversight, our cross-function Corporate Responsibility & Sustainability Leadership Council serves as a central coordinating body, and the Nominating and Corporate Governance Committee's charter includes formal responsibility and oversight at the Board of Directors level for corporate responsibility and sustainability.
- Engagement:** we regularly engage with our stakeholders to inform our corporate responsibility and sustainability priorities, including dialogue with employees, clients, shareholders, policymakers and third-party organizations.
- Reporting:** we are committed to operating with transparency, including through our annual Visa Corporate Responsibility and Sustainability Report as well as additional ESG disclosures and submissions.

**Key Focus Areas of ESG Strategy and Recent Progress**

**Strategy focuses on priority issues in four areas. Each informed by materiality assessment and stakeholder engagement.**

**Empowering People & Economies**

- Micro, Small Enterprise
- Unbanked/Underbanked Consumers
- Financial Capability & Literacy
- Community Support

**Securing Commerce & Protecting Customers**

- Payments Security
- Cyber Security
- Consumer Privacy
- Transaction Integrity

**Investing in Our Workforce**

- Employee Learning & Development
- Employee Engagement
- Employee Benefits
- Employee Safety
- Diversity & Inclusion

**Operating Sustainability & Responsibility**

- Environmental Sustainability
- Corporate Governance
- Ethics & Compliance
- Responsible Sourcing
- Engaging with Governments
- Human Rights

- ✓ Increased our financial empowerment focus on micro and small businesses (MSB) via programs and partnerships
- ✓ Promoted financial inclusion through core products and solutions
- ✓ Helped unbanked individuals access electronic payments accounts -- now reaching 396 million toward our 2019 goal of 500 million by 2020
- ✓ Expanded our women's empowerment initiatives, including She's Next, Visa Everywhere Initiative: Global Women's Edition and Money is Changing
- ✓ Provided support during times of humanitarian crisis
- ✓ Expanded the Visa Token Service (VTS) to better protect consumers' sensitive information from fraud
- ✓ Received the highest rating in our sector from Gartner Consulting during our 2019 Cybersecurity program review
- ✓ Continued implementation of the EU General Data Protection Regulation (GDPR) and prepared for other pending privacy regulations
- ✓ Expanded Visa University, our signature global learning platform
- ✓ Bolstered leadership development programs for female employees, for African American/Black and Hispanic/Latino employees, and continued Ready to Return, a program for professionals returning to the workforce after family-related leave
- ✓ Created a global Gender Inclusion Council, composed of 20 Visa leaders
- ✓ Evolved our benefits programs to meet our employees' needs, providing comprehensive health, financial wellness and quality-of-life coverage.
- ✓ Reduced our direct greenhouse gas emissions by 5 percent year-over-year from 2017
- ✓ Progressed towards our goal to source 100 percent renewable electricity for our offices and data centers by the end of 2019
- ✓ Implemented Supplier Code of Conduct and expanded Supplier Diversity program

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**CORPORATE GOVERNANCE AND BOARD MATTERS**

The table below outlines ESG areas the Company considers to be of strategic importance:

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES	
	<p><b>Human Capital Management</b></p> <ul style="list-style-type: none"> <li>➢ Employment practices</li> <li>➢ Employee engagement</li> <li>➢ Professional and leadership training and development</li> <li>➢ Diversity, inclusion and anti-discrimination</li> <li>➢ Employee well-being</li> </ul>
	<p><b>Community Involvement and Engagement</b></p> <ul style="list-style-type: none"> <li>➢ Volunteerism and charitable giving</li> <li>➢ Collaboration with community organizations</li> <li>➢ Leadership in charitable organizations</li> </ul>
	<p><b>Ethics &amp; Compliance</b></p> <ul style="list-style-type: none"> <li>➢ Anti-money laundering, corruption, and bribery policies</li> <li>➢ Code of Ethics and Business Conduct</li> <li>➢ Whistleblower and non-retaliation policies and hotline</li> <li>➢ Training and compliance resources</li> </ul>
	<p><b>Customer Privacy &amp; Data Security</b></p> <ul style="list-style-type: none"> <li>➢ Data security and privacy policies</li> <li>➢ Training and compliance</li> <li>➢ Data protection systems</li> <li>➢ Governance and controls</li> </ul>
	<p><b>Public Policy</b></p> <ul style="list-style-type: none"> <li>➢ Policies on lobbying and political involvement</li> <li>➢ Membership and senior leadership positions in trade organizations</li> <li>➢ Corporate federal government affairs function</li> </ul>
	<p><b>Environment and Energy</b></p> <ul style="list-style-type: none"> <li>➢ Energy and water conservation</li> <li>➢ Recycling programs</li> <li>➢ Physical plant</li> <li>➢ Travel</li> </ul>
	<p><b>Climate Risk</b></p> <ul style="list-style-type: none"> <li>➢ Risk management governance</li> <li>➢ Weather risk measurement and management</li> <li>➢ Climate change risk modeling and analysis</li> <li>➢ Loss control services for clients</li> <li>➢ Disaster recovery plans</li> </ul>
	<p><b>Products and Services</b></p> <ul style="list-style-type: none"> <li>➢ Operating units that specialize in ESG areas</li> <li>➢ Insurance products that address client ESG risks</li> <li>➢ Small business insurance</li> <li>➢ Educational, engagement or loss control programs</li> </ul>
	<p><b>Responsible Investing</b></p> <ul style="list-style-type: none"> <li>➢ Investment policies</li> <li>➢ Risk mitigation and reporting</li> <li>➢ Exclusions for investing in certain countries or issuers</li> <li>➢ ESG sector investments</li> </ul>

In 2019 the Company released its inaugural ESG report (which can be found on the Investor Relations portion of our website) and expects to continue to release a similar report periodically on a going-forward basis.

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## Our Broader Role and Engagement with Stakeholders

### Our Purpose

Wells Fargo has long believed that focusing on the needs of all of our stakeholders, including customers, employees, regulators, suppliers, communities, and shareholders, drives long-term value creation. We understand that we have a fundamental commitment to all of our stakeholders, and one of the first actions of our new CEO, Charlie Scharf, was to express his support for, and sign on to, the Business Roundtable's Statement on the Purpose of a Corporation (statement of purpose). The statement of purpose sets forth a commitment by the companies signing the document in the following five areas that Wells Fargo believes are consistent with the Company's priorities and goals, including:

- Delivering value to our customers
- Investing in our employees
- Dealing fairly and ethically with our suppliers
- Supporting our communities in which we work
- Generating long-term value for our shareholders

### Our Customers

Our vision is to satisfy our customers' financial needs and help them succeed financially. We serve one in three households in the United States. The Statement on the Purpose of a Corporation states with delivering value to customers and we must be guided by delivering for our customers every day in a manner that will make us and our stakeholders proud.

- We are America's #1 small business lender and #1 lender to small businesses in low- and moderate-income areas for the 17th year\*
- We have helped 435,000 minority households purchase a home since 2016 through our commitment to increase homeownership among all minority communities
- Wells Fargo offers more than 13,000 ATMs and approximately 5,400 retail banking branches coast to coast
- We have helped 2.7 million customers avoid overdraft charges with Overdraft Reward<sup>SM</sup>
- We have provided 9.2 million customers with free access to their FICOP<sup>SM</sup> Score to help them monitor and better manage their credit
- In Wholesale Banking, we were the #1 Treasury Management provider according to the 2019 Ernst & Young Annual Cash Management survey, measured by "fee-equivalent revenue" (November 2019 survey)
- In Wealth & Investment Management, total client assets reached \$1.9 trillion as of December 31, 2019, up 10% from a year ago
- In Consumer Banking, fourth quarter 2019 branch customer experience surveys reflected higher year-over-year scores for both "Customer Loyalty" and "Overall Satisfaction with Most Recent Visit"

**Meeting Customers' Financial Needs**

No Overdraft Fee Bank Account and a Limited Overdraft Fee Account

In March 2020, Wells Fargo announced plans to introduce two new bank accounts, which will offer convenient, secure banking services and customer support while eliminating or limiting overdraft fees

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## CORPORATE RESPONSIBILITY: WHO WE ARE

### For Our Community

#### Affordable Housing

- We made **\$296.1 million in total loans and investments** supporting affordable and low-income housing projects in 2019 alone.
- In 2019, employees provided **4,132 community service hours\*** assisting first-time homeowners who are eligible to receive down payment assistance through the Federal Home Loan Affordable Housing Programs.
- We partner with the Federal Home Loan Bank to assist low to moderate income families with acquiring a down payment toward the purchase of a home, for a total of over **\$3.2 million dollars** during 2019. Western Alliance Bank is the largest provider of these grants year after year in all of Arizona, California, and Nevada.

#### Small Businesses

- **\$84.1 million** total loans in support of small businesses in 2019.
- **Invested \$6.0 million** in Small Business Investment Companies in 2019.
- We provided **\$3.0 million** in loans and purchased **\$5.0 million** in small business loans by partnering with Community Development Financial Institutions to provide loans or capital to small businesses.

#### Education

- We underwrote the Financial Cents digital financial education program and provide it to 28 Title 1 schools. In 2019, the program provided **11,429 hours** of financial literacy training to **2,717 students**. Students' test scores indicated that their financial knowledge improved **78%**.
- Employees provided **1,870 service hours\*** teaching financial literacy to **19,271** students at Title 1 schools.

\* All community service hours are provided during banking hours by our dedicated employees.

WESTERN ALLIANCE BANCORPORATION 2020 PROXY STATEMENT

### For Our Environment

#### Reduce

- Through the adoption of drinking water filtration systems, which we have implemented at **95% of our locations**, we have significantly reduced our use of plastic water bottles. As part of the roll out, and in celebration of our reaching **\$25B** in assets, each employee received a reusable cup to reduce single-use cups in our locations.

#### Reuse

- When renovating or opening new facilities, we capitalize on opportunities to refinish or reuse furniture, which reduces costs and diverts materials from landfills.

#### Recycle

- Active recycling programs exist at **95% of our locations**, targeting **100% by June 30, 2020**.

#### Environmental Risk

- Our Environmental Risk Officer has nearly **two decades of experience** performing environmental risk assessments in the private, municipal, and government sectors, and most recently served as the ERO for GE Capital-Franchise Finance.
- Through the adoption and consistent application of our Environmental Risk Policies and Procedures, we are able to identify environmental risks, establish mitigants and perform thorough due diligence.
- When environmental problems are identified, we require remediation and cleanup of properties as necessary to protect both ourselves and the environment at large.

\* All community service hours are provided during banking hours by our dedicated employees.

WESTERN ALLIANCE BANCORPORATION 2020 PROXY STATEMENT

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## SUSTAINABILITY AT WEYERHAEUSER

### SUSTAINABILITY AT WEYERHAEUSER

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

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



#### ENVIRONMENTAL STEWARDSHIP

- Sustainable Forest Management
- Environmental Impact
- Carbon Footprint



#### SOCIAL RESPONSIBILITY

- Safety & Human Capital
- Workplace Culture
- Community Investment & Engagement



#### CORPORATE GOVERNANCE

- Governance Practices
- Board Composition
- Executive Compensation
- Ethics & Integrity

### ENVIRONMENTAL STEWARDSHIP: 120 YEARS OF LEADERSHIP

#### We practice sustainable forest management.

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

Through our sustainable forestry practices, we:

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

**100%** of our WOOD PRODUCTS SUPPLY CHAIN IS CERTIFIED to the SFI<sup>SM</sup> Fiber Sourcing Standard



**100%** of our TIMBERLANDS ARE CERTIFIED to the SFI<sup>SM</sup> Forest Management Standard

**100%** of our TIMBERLANDS ARE REFORESTED AFTER HARVEST



ON AVERAGE WE HARVEST **ONLY 2%** of our TIMBERLANDS EACH YEAR

2020 ANNUAL MEETING & PROXY STATEMENT 7

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## CORPORATE GOVERNANCE AND BOARD MATTERS



### Environmental, Health & Safety

- Our Board-level Environmental, Health and Safety ("EH&S") Committee is charged with oversight of EH&S matters and is committed to keeping Williams operating safely, reliably, and in a way that avoids, minimizes, and helps mitigate environmental impact.
- Our EH&S Policy requires not only that we meet or exceed applicable EH&S laws and regulations, but also facilitates a full and open discussion to address responsible standards and practices where laws and regulations do not exist.
- We developed the Williams Integrated Management System which defines how we manage and reduce physical risk to our assets, the environment, and people.
- We have a Pipeline Integrity Management Plan that identifies additional safety procedures that we implement on liquid and gas transmission pipelines where a pipeline spill might have significant adverse impacts.
- We are a member of Our Nation's Energy Future Coalition, Inc. ("ONE Future") which has a collective membership target to reduce methane emissions in the natural gas supply chain to 1% by 2025. Williams has committed to the ONE Future 2025 methane intensity goals for industry sectors of 0.08% for Gathering and Boosting, 0.11% for Processing, and 0.31% for Transmission and Storage.
- While designing, constructing, and operating our pipeline system, we demonstrate our commitment to protecting environmentally and culturally sensitive areas by:
  - Conducting environmental assessments and archaeological surveys;
  - Using environmentally sensitive construction techniques;
  - Siting pipelines along existing rights of way, roadways, or utility corridors if feasible;
  - Maintaining an open dialogue with neighboring communities; and
  - Conducting our operations in a manner that protects human health and the environment.



### Social

- We position ourselves as an employer of choice by offering industry competitive compensation, including a comprehensive benefits package to provide for the health and welfare and retirement needs of our employees.
- We have policies and standards demonstrating respect for the dignity of the individual.
- Our Code of Business Conduct provides a comprehensive resource governing ethical concerns, employee privacy and workplace matters, legal compliance, and other matters.
- Our Equal Employment Opportunity Policy commits us to fairly treating all employees and candidates, without regard to characteristics having no bearing on job performance.
- Our Prohibition of Workplace Discrimination and Harassment Policy addresses many forms of unwanted attention, including sexual harassment.
- Our Human Rights Policy Statement commits us to respect principles recognized human rights and to avoid complicity in human rights abuses.
- We capture critical metrics regarding workplace/human capital management, as well as other metrics and investments, in the Performance Data Table included in our Sustainability Report available on our website.
- Our Community Relations Team implements our community giving strategy including our matching gifts program, which matches employee, board member, and retiree contributions to eligible non-profit organizations, and the hometown giving grants program, in which grants are made to any eligible non-profit organization in communities where Williams employees are employed.



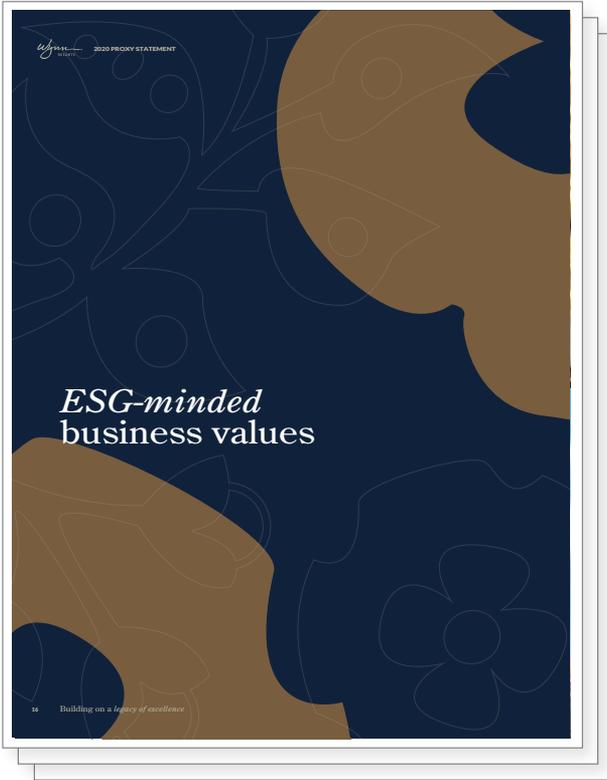
### Governance

We fervently believe in good corporate governance. Please see our disclosures in "Corporate Governance and Board Matters - Corporate Governance" above.

The Williams Companies, Inc. - 2020 Proxy Statement 9

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WYNN RESORTS, LIMITED

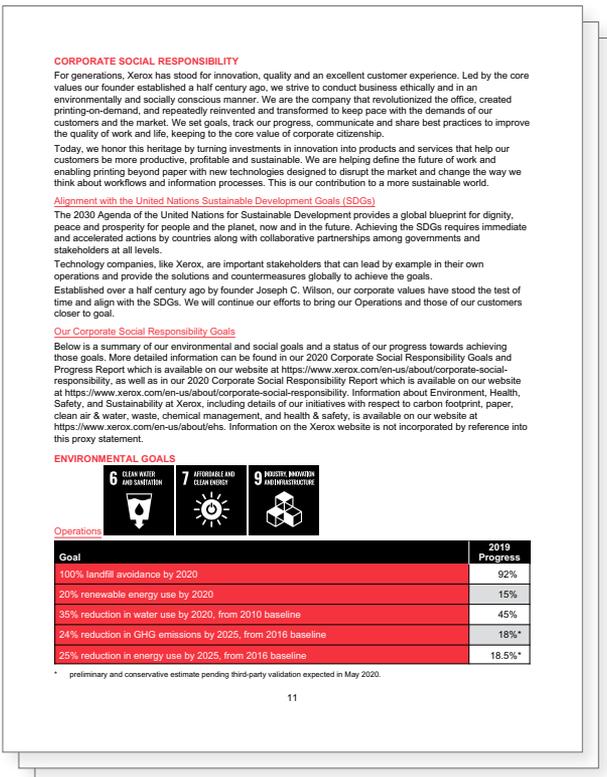


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XCEL ENERGY INC.



XEROX HOLDING CORP



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