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Corporate Governance Practices and Trends

A Comparison of Large Public Companies and Silicon Valley Companies

2021 Proxy Season

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2021 Proxy Season

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Ron C. Llewellyn advises public companies on a variety of corporate governance matters, including shareholder engagement and activism, shareholder proposals, ESG reporting and compliance and board fiduciary duties. Ron regularly provides clients with guidance on the voting guidelines of proxy advisory firms and institutional investors for management and shareholder meeting proposals.

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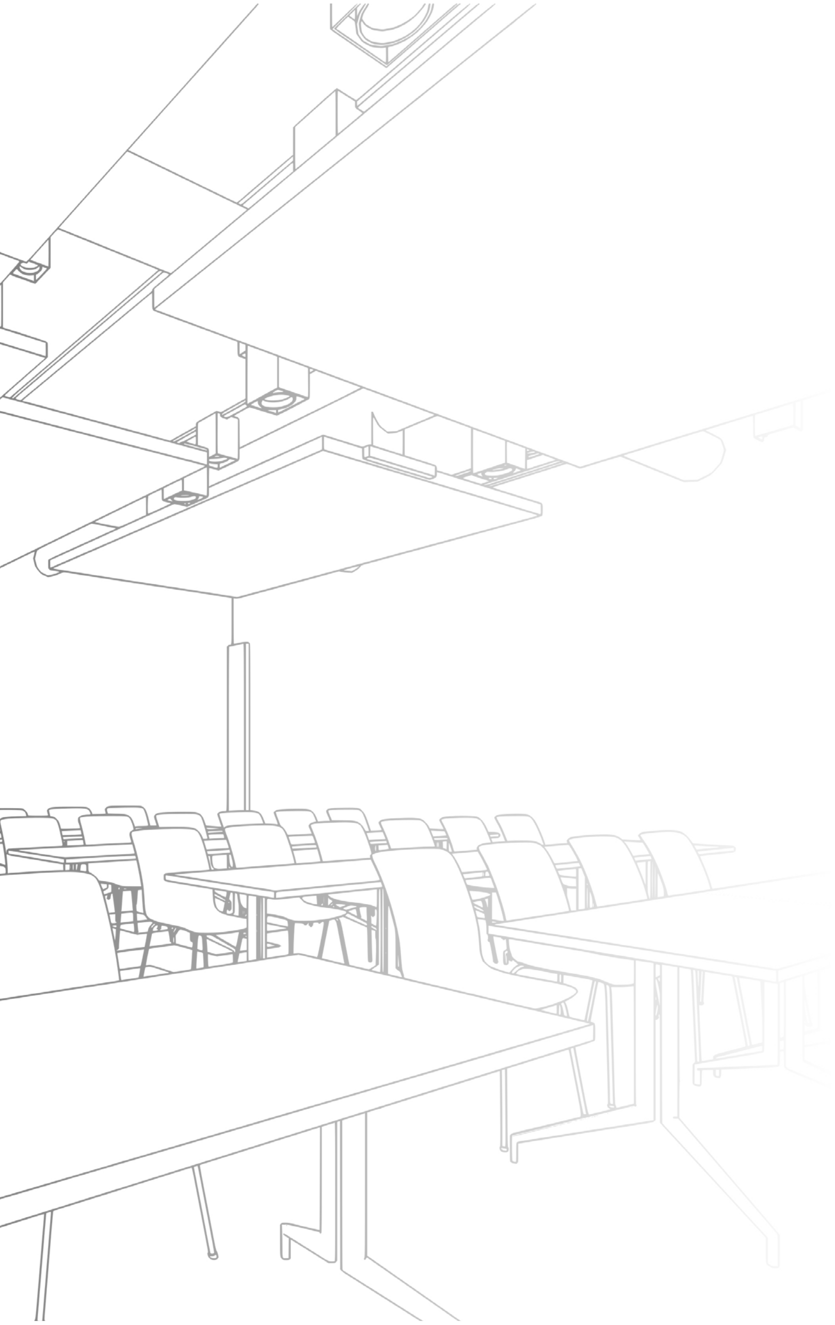


Corporate governance practices vary significantly among public companies. This reflects many factors, including:

- Differences in their stage of development, including the relative importance placed on various business objectives (for example, focus on growth and scaling operations may be given more importance);
- Differences in the investor base for different types of companies;
- Differences in expectations of board members and advisors to companies and their boards, which can vary by a company's size, age, stage of development, geography, industry and other factors; and
- The reality that corporate governance practices that are appropriate for large, established public companies can be meaningfully different from those for newer, smaller companies.

Since the passage of the Sarbanes-Oxley Act of 2002, which signaled the initial wave of corporate governance reforms among public companies, each year Fenwick has surveyed the corporate governance practices of the companies included in the Standard & Poor's 100 Index (S&P 100) and the technology and life sciences companies included in the Fenwick – Bloomberg Law Silicon Valley 150 List (SV 150).

In this report, we present statistical information for a subset of the data we have collected over the years, updated for the 2021 proxy season. These include size and number of meetings for boards and their primary committees, the number of insider directors, board leadership makeup, majority voting, board classification and use of a dual-class voting structure.

We have also included data covering the number of women on boards of directors, stock ownership guidelines for executive officers and directors and additional information about committees beyond the primary committees. In each case, we present comparative data for the S&P 100 companies and for the technology and life sciences companies included in the SV 150, as well as trend information.

Governance practices and trends (or perceived trends) among the largest companies are generally presented as normative for all public companies. Fenwick collects information regarding public company governance practices to enable boards and companies in Silicon Valley to understand the actual corporate governance practices among their peers and neighbors and understand how those practices contrast with practices among large companies nationally.

Executive Summary

Most of the governance practices and trends from previous years continued in the 2021 proxy season. Notable developments include an increase in gender diversity in both the SV 150 and S&P 100. We also saw changes in other key areas, including dual-class voting structure, board classification and majority voting. Observations for 2021 include:

- **The percentage of women board members is now almost identical for the SV 150 and S&P 100, closing the gap between smaller technology companies and their larger public company counterparts in the S&P 100.** The percentage of women serving on boards of SV 150 companies significantly increased to 30.2% in 2021 from 25.7% in 2020. Similarly, the percentage of women serving on boards of S&P 100 companies was 30.3%, increasing from 28.7% in 2020.

Overview

Continued

- **Adoption of dual-class voting stock structures has emerged as a recent clear trend among Silicon Valley technology companies—among the mid-to-larger SV 150 companies—though it is still a small percentage of companies.** Throughout the past decade, the SV 150 saw a sharp increase in the frequency of dual-class voting structures (from 2.9% in 2011 to 21.3% in 2021). This rate has easily surpassed the S&P 100 (which slightly decreased from 9.0% in 2011 to 8.0% in 2021).
- **Classified boards remain significantly more common among technology and life sciences companies in the SV 150 than among S&P 100 companies.** Their use has steadily increased in the SV 150 (from 44.3% in 2015 to 52.1% in the 2021 proxy season). Companies in the middle 50 and bottom 50 of the SV 150 were more likely to have classified boards than the larger SV 150 companies, although the middle 50 companies saw a significant decline from 70% in 2020 to 49% in 2021.
- **More companies are implementing some form of majority voting among both the S&P 100 and SV 150.** The increase has been particularly dramatic among S&P 100 companies, rising from 10% to 96% between the 2004 and 2021 proxy seasons. Among the technology and life sciences companies in the SV 150, the rate has risen from zero in the 2005 proxy season to 56.3% in the 2021 proxy season.
- **SV 150 companies are less likely to have a combined chair/CEO than S&P 100 companies, with 38.2% and 58.6% having combined the roles, respectively.** Between 2004 and 2021, the percentage of board chairs who are insiders has declined for both groups.

About the Data: Group Makeup of the Fenwick – Bloomberg Law Silicon Valley 150 List

In the 2021 proxy season, there were 336 public technology and life sciences companies in "Silicon Valley,"[1] of which the Fenwick – Bloomberg Law SV 150 List captures those that are the largest by one measure — revenue.[2] The 2021 constituent companies of the SV 150 range from Apple and Alphabet, with revenue of approximately $294B and $182B, respectively, to Ultragenyx Pharmaceutical and iRhythm Technologies, with revenue of approximately $271M and $265M, respectively, in each case for the four quarters ended on or about December 31, 2020. Apple went public in 1980, Alphabet (as Google) in 2004. Apple's and Alphabet's peers clearly include companies in the S&P 100, of which they are also constituent members (13 companies

1 The number fluctuates constantly as some companies complete initial public offerings and others are acquired. As of September, Bloomberg included 454 public companies headquartered in Silicon Valley. Though starting out as only the northern portion of Santa Clara County and southern San Mateo County, Silicon Valley was eventually defined by *The Mercury News* [fka the *San Jose Mercury News*] as Alameda, Contra Costa, San Francisco, San Mateo and Santa Clara counties, when it published the SV 150 List. Recognizing its continued geographic expansion, beginning in the 2021 proxy season, the SV 150 was expanded to include Marin County. Of the 454 public companies in Silicon Valley, we consider 336 of them technology or life sciences companies based on their "Bloomberg Industry" descriptions as well as their initial sources of funding. The number of Silicon Valley public technology and life sciences companies is down from a high of 417 reached in 2000 during the dot-com era, although it has risen significantly in recent years. See "What Happens to Silicon Valley?" (*San Francisco Chronicle*, July 14, 2021) and "Tech Companies Find Remote Work is Easier to Begin Than End" (*Bloomberg*, September 8, 2021).

2 Based on review of the "Bloomberg Industry" descriptions, there are 118 public companies that are outside of the technology or life sciences industries but are in the Silicon Valley region, defined as Alameda, Contra Costa, San Francisco, San Mateo, Santa Clara and Marin counties (see footnote 1). See also the "Methodology—Group Makeup" section below for a more detailed discussion of the makeup of the SV 150 and the geography of Silicon Valley for its purposes, including footnote 47.

were constituents of both indices for the survey in the 2021 proxy season), where market capitalization averages approximately $516B.[3] Ultragenyx Pharmaceutical and iRhythm Technologies' peers are smaller technology and life sciences companies that went public relatively recently and have market capitalizations well under $1B. In terms of number of employees, SV 150 companies average approximately 14,900 employees, ranging from SYNNEX, with 280,000 employees spread around the world in dozens of countries, to companies such as Corcept Therapeutics, with 236 employees in the U.S., as of the end of their respective fiscal years 2020 (Innoviva, ranked 140th in the SV 150, has the fewest full-time employees—five).

About the Data: Group Makeup of the Standard & Poor's 100 Index

The companies included in the S&P 100 are a cross section of the very largest public companies in the United States. Just as the SV 150 companies are not necessarily representative of Silicon Valley generally, so the S&P 100 companies are not necessarily representative of companies in the U.S. generally.[4] Far larger than a typical public company in the U.S. and far larger than U.S. corporations generally, the S&P 100 companies average approximately 150,000 employees and include Walmart with 2.2 million employees in more than two dozen countries at its most recent fiscal year end.

3 The average market capitalization of the SV 150 at the time of announcement of the current index list (see footnote 47) was approximately $65.6B, ranging from Quantum Corp at approximately $264M to Apple at approximately $2.2T, with a median of $11.3B. The median revenue of the SV 150 for the four quarters ended on or about December 31, 2020, was approximately $1.3B. It is also worth noting that for the 2021 proxy season year, 37 of the SV 150 companies were also constituents of the most recent S&P 500.

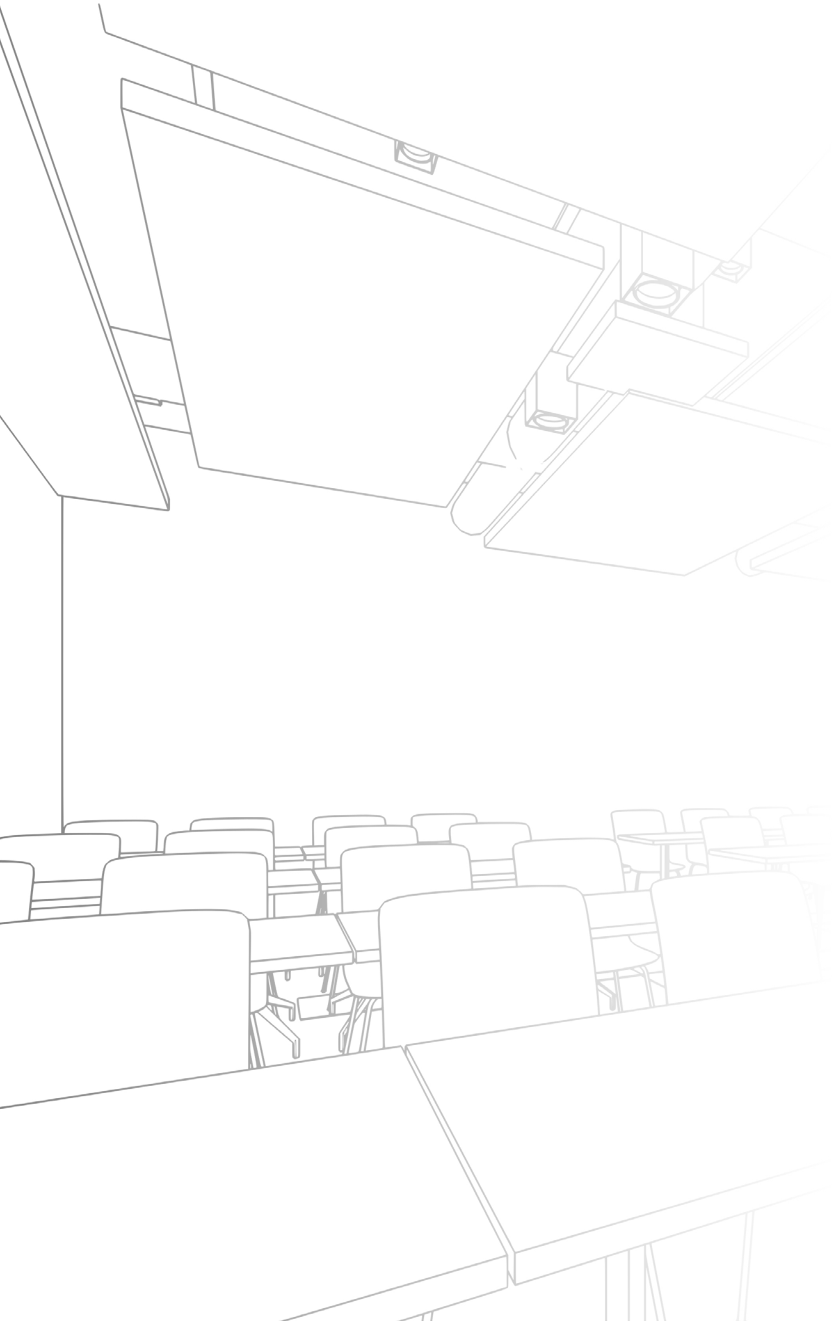
4 Standard & Poor's defines the S&P 100 Index as "a sub-set of the S&P 500," which measures the performance of large cap companies in the U.S. The Index comprises 100 major, blue chip companies across multiple industry groups. Individual stock options are listed for each index constituent. To be included, the companies should be among the larger and more stable companies in the S&P 500, and must have listed options. Sector balance is considered in the selection of companies for the S&P 100. This index is widely used for derivatives, and is the index underlying the OEX options. Standard & Poor's full methodology is available on its website.

The 2021 constituent companies of the S&P 100 range from the aforementioned Walmart with revenue of approximately $548.7B, market capitalization of approximately $408B and approximately 2.2 million employees, to Simon Property Group with revenue of approximately $5B, market capitalization of approximately $27.5B and 3,300 employees. The average market capitalization of the S&P 100 was approximately $226B, ranging from Simon Property Group at approximately $28B to Apple at approximately $2.2T, with a median of $139B. The median revenue of the S&P 100 for the four quarters ended on or about December 31, 2020, was approximately $39.4B. The industries included in the S&P 100 range from financial services to apparel, food products, air transport and more.

Comparing the SV 150 with the S&P 100

It is important to understand the differences between the technology and life sciences companies included in the SV 150 and the large public companies included in the S&P 100. Compared to the S&P 100 (or the broader S&P 500), SV 150 companies are on average much smaller and younger, have much lower revenue and are concentrated in the technology and life sciences industries. About 25% of SV 150 companies have 10,000 employees or more, compared to 95% of S&P 100 companies (with 99% of the S&P 100 having 5,000 or more employees, compared to 37% of the SV 150). As the graphs on pages 5–8 illustrate, SV 150 companies also tend to have significantly greater ownership by the board and management than S&P 100 companies (whether measured by equity ownership or voting power).

Overview



For purposes of the most direct comparison of the data presented in this report, the top 15[5] of the SV 150 are peers with the companies in the S&P 100. Eleven of those top 15 companies were constituents of both indices for the 2021 proxy season.[6]

Fenwick – Bloomberg Law SV 150 Subgroups — Contact Us for More Information

While not specifically studied in this report, it is worth noting that the broad range of companies in the SV 150 (whether measured in terms of size, age or revenue) is associated with a corresponding range of governance practices. Comparison of governance practice statistics and trends for the top 15, top 50,[7] middle 50[8] and bottom 50[9] companies of the SV 150 (in terms of revenue) bears this out.[10] A few examples of such comparisons are included in this report. Additional comparison information of the top 15, top 50, middle 50 and bottom 50 companies of the SV 150 (as well as other data not presented in this report)[11] may be obtained by consulting your Fenwick securities partner.

5 The top 15 of the SV 150 includes companies, 11 of which are included in the S&P 100 (see footnote 6), with revenue of approximately $21.3B or more and market capitalizations averaging $424.7B, ranging from SYNNEX at approximately $4.2B to Apple at approximately $2.2T at the time of announcement of the current index list (see footnote 47).

6 The 13 companies that were members of both the SV 150 and the S&P 100 in the 2021 proxy season (with their SV 150 ranks) are: Apple (1), Alphabet (2), Facebook (3), Intel (4), Cisco Systems (6), Oracle Corporation (7), Tesla (8), Netflix (10), Gilead Sciences (11), PayPal Holdings (14), salesforce.com (15), NVIIDIA Corporation (17) and Adobe (19).

7 The top 50 of the SV 150 includes companies with revenue of approximately $2.7B or more and market capitalizations averaging $171.7B, ranging from Opendoor Technologies at approximately $1.2B to Apple at approximately $2.2T at the time of announcement of the current index list (footnote 47).

8 The middle 50 of the SV 150 includes companies with revenue of at least approximately $762M but less than approximately $2.6B and market capitalizations averaging $15.8B, ranging from SMART Global Holdings at approximately $820M to Twilio at approximately $55.1B at the time of announcement of the current index list (footnote 47).

9 The bottom 50 includes companies with revenue of at least approximately $265M but less than $694M and market capitalizations averaging $8.1B, ranging from Quantum Corp at approximately $264M to Snowflake at approximately $94.6B at the time of announcement of the current index list (footnote 47).

10 Contrasting the top 15 or top 20 SV 150 companies (in the latter case, companies with revenue of approximately $12B or more and market capitalizations averaging $356.4B at the time of announcement of the current index list) against the remaining SV 150 companies is similarly enlightening (footnote 47). In 2021, the SV 150 included 23 life sciences companies (broadly defined) and 127 technology companies. There are also some differences between technology and life sciences companies as groups within the SV 150.

11 Such as comparisons of the top 15 or top 20 SV 150 companies against the remaining SV 150 companies, comparisons of technology and life sciences companies as separate groups within the SV 150 or other details related to the topics covered in this report.

Overview

Continued

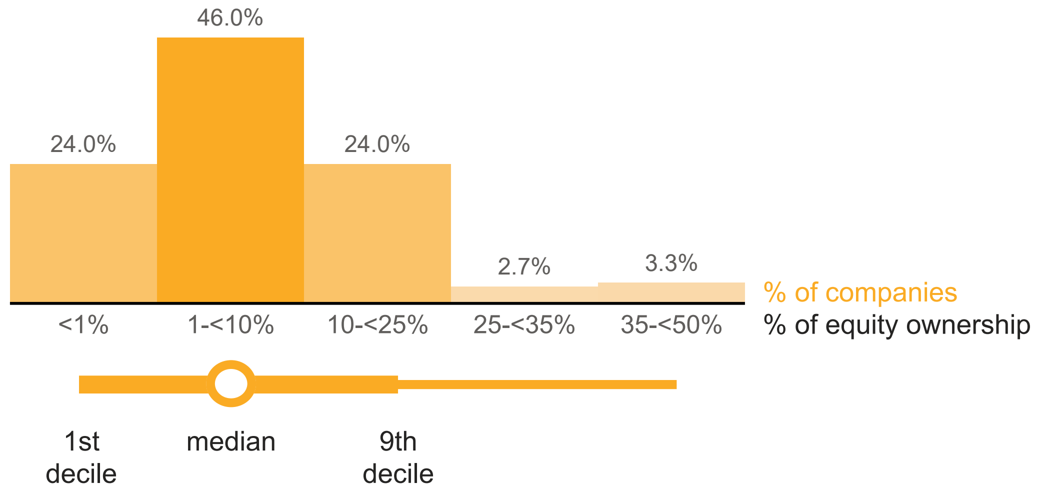
Equity Ownership by Executives and Directors

The distribution of simple equity ownership skews higher among the technology and life sciences companies in the SV 150 (average 8.0%) than among S&P 100 companies (average 2.9%).

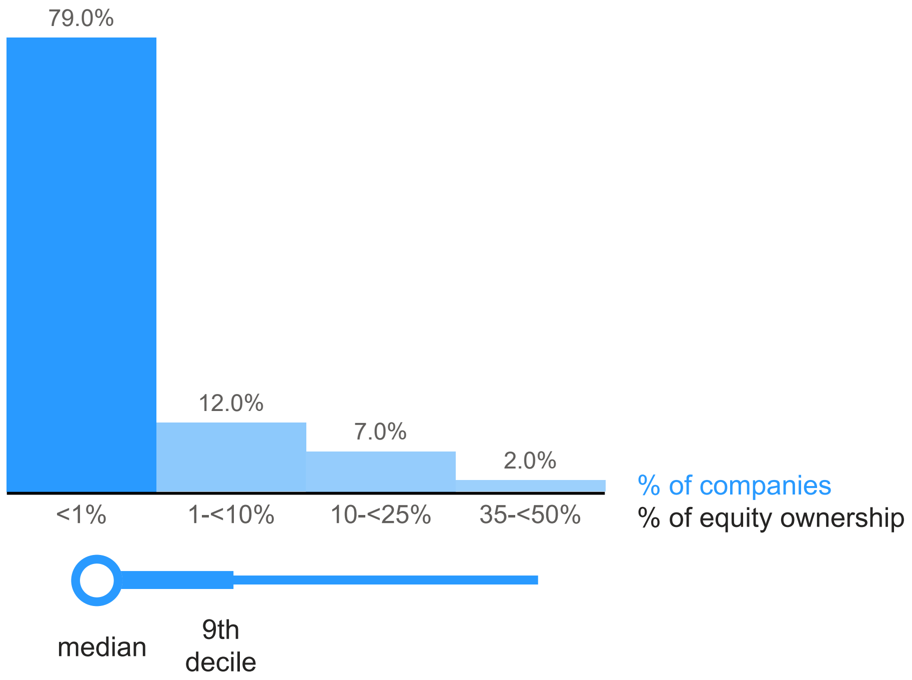
The graphs on this page show the distribution of the percentage of simple equity ownership of the directors and executive officers of the companies in the SV 150 and the S&P 100 for the 2021 proxy season.

EXECUTIVE AND DIRECTOR EQUITY OWNERSHIP — DISTRIBUTIONS

SV 150
2021



S&P 100
2021



Overview

Continued

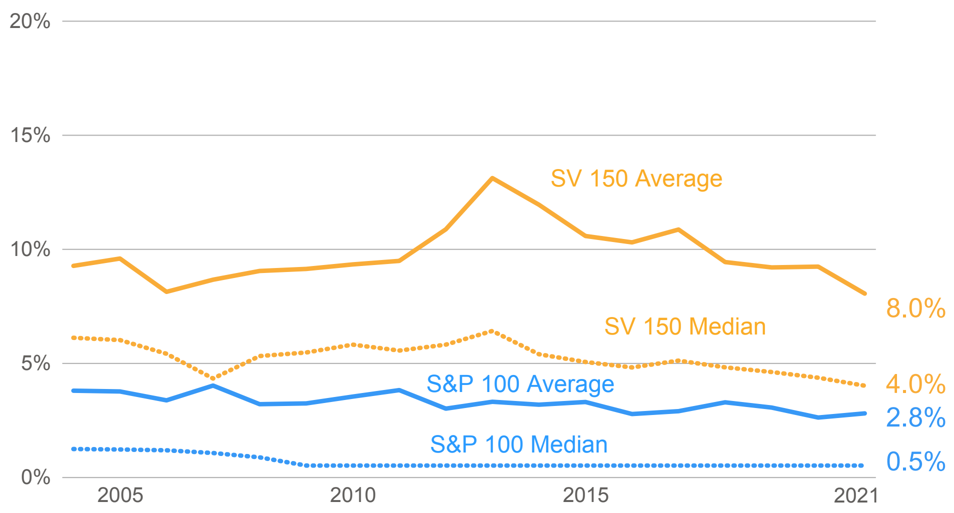
Equity Ownership by Executives and Directors (*continued*)

As noted above, the distribution of simple equity ownership skews higher among the technology and life sciences companies in the SV 150, and that difference has held fairly steady over time — decreasing in recent years.

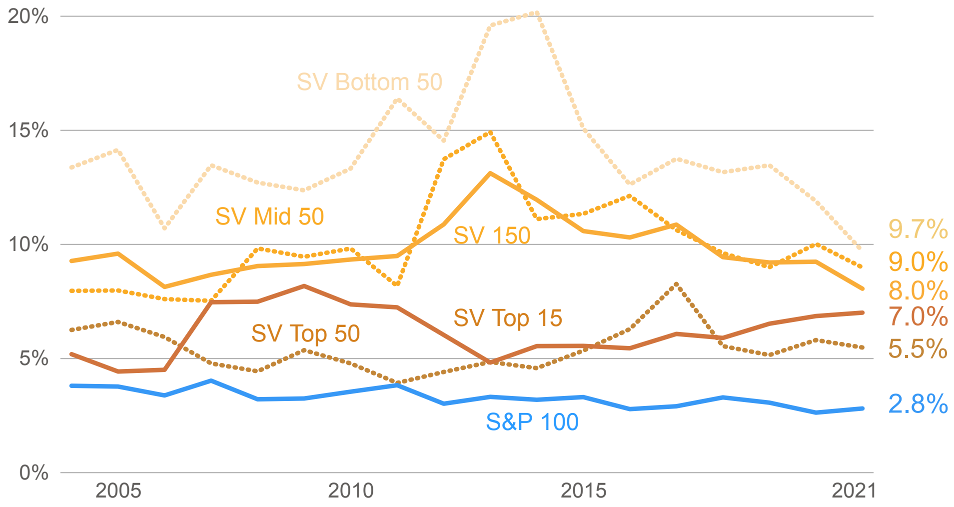
The graphs on this page show the average and median percentages of simple equity ownership of the directors and executive officers of the companies in the SV 150 and the S&P 100 as a group from the 2004 through 2021 proxy seasons as well as the percentages of average equity ownership for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies, and the distribution of the percentage of simple equity ownership in the SV 150 and the S&P 100.

EXECUTIVE AND DIRECTOR EQUITY OWNERSHIP — TRENDS OVER TIME

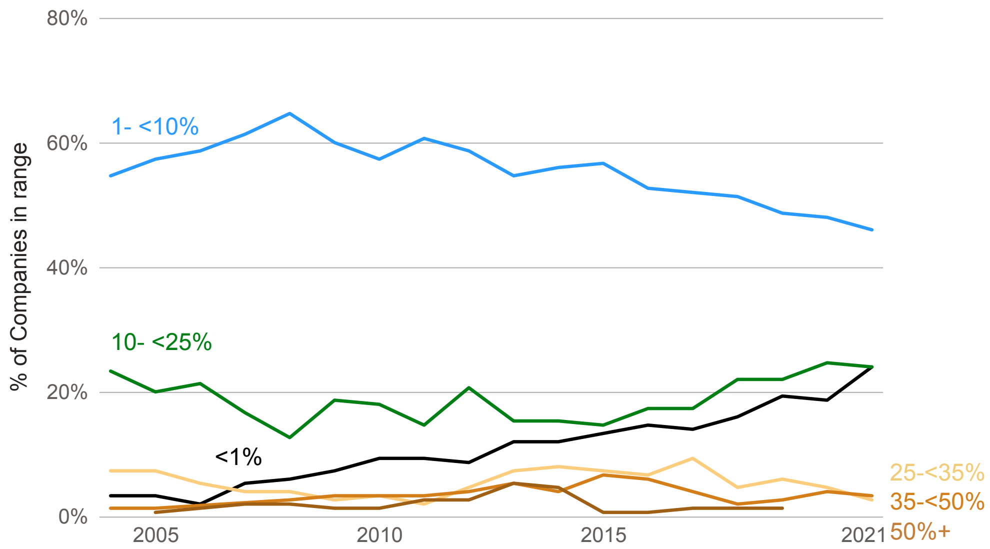
Average & Median Comparison



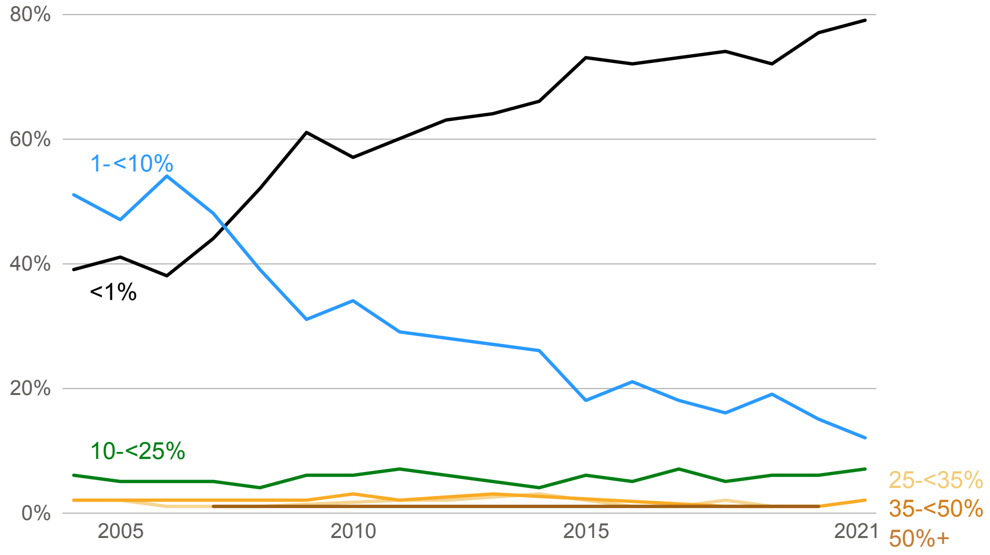
SV 150 Breakdown—Average Equity Ownership



SV 150



S&P 100



Overview

Continued

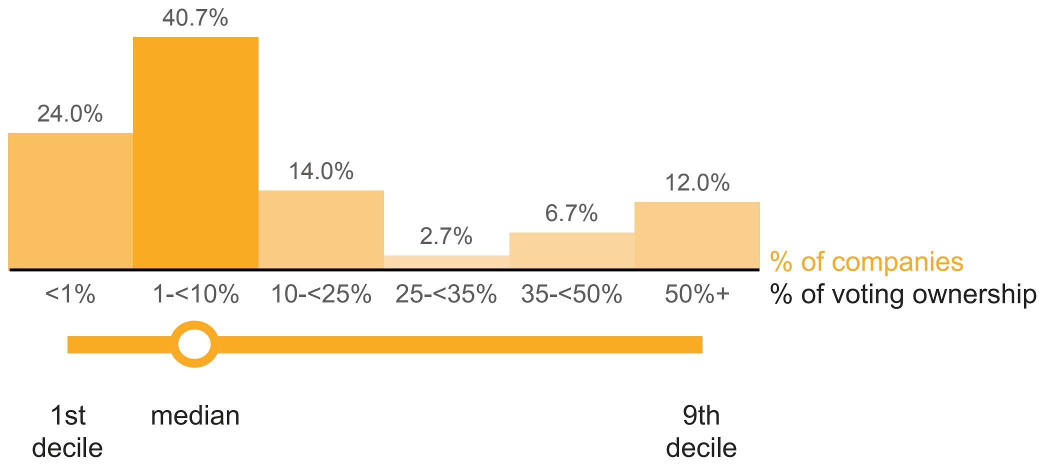
Voting Power Ownership by Executives and Directors

The distribution of voting power ownership skews higher among the technology and life sciences companies in the SV 150 (average 15.7%) than among S&P 100 companies (average 5.0%).

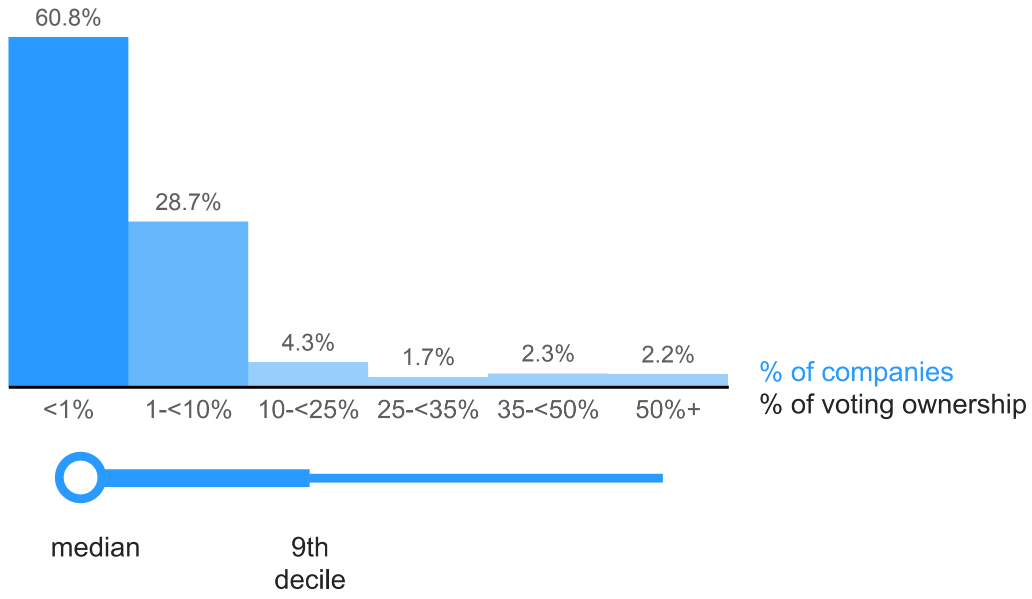
The graphs on this page show the distribution of the percentage ownership of total voting power of the directors and executive officers of the companies in the SV 150 and the S&P 100 for the 2021 proxy season.

EXECUTIVE AND DIRECTOR VOTING OWNERSHIP — DISTRIBUTIONS

SV 150
2021



S&P 100
2021



Overview

Continued

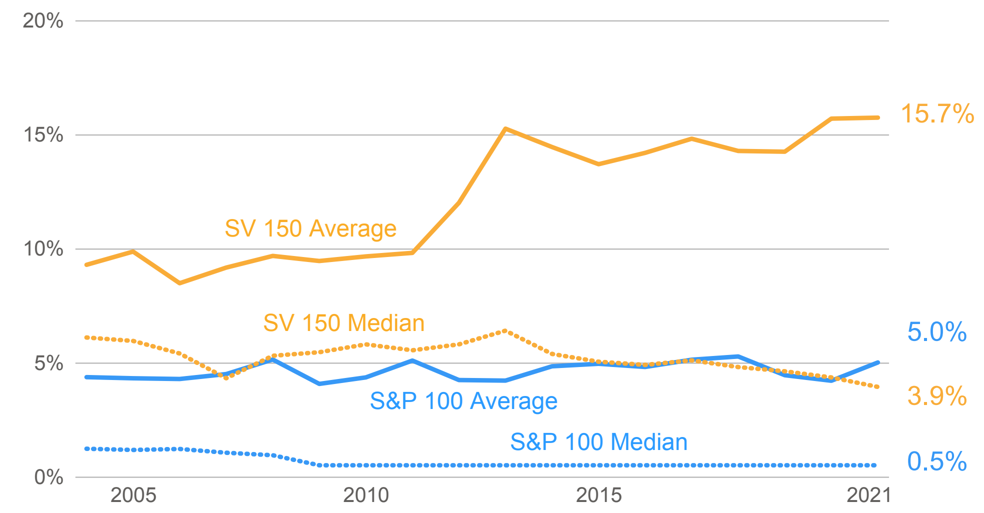
Voting Power Ownership by Executives and Directors (*continued*)

As noted above, the distribution of voting power ownership skews higher among the technology and life sciences companies in the SV 150, and that difference has held fairly steady over time.

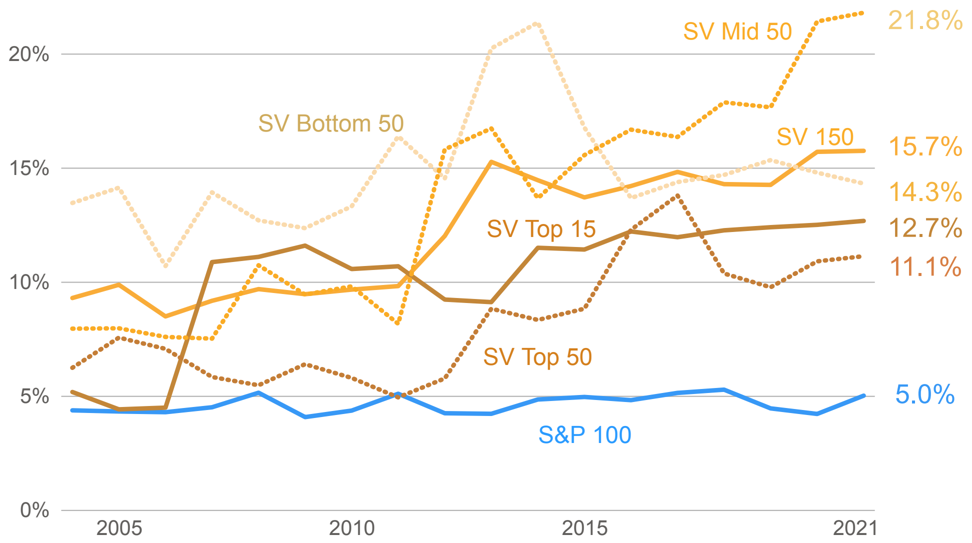
The graphs on this page show the average and median percentages of ownership of total voting power of the directors and executive officers of the companies in the SV 150 and the S&P 100 as a group from the 2004 through 2021 proxy seasons, as well as the percentages of average voting ownership for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies, and the distribution of the percentage of total insider voting power in the SV 150 and the S&P 100.

EXECUTIVE AND DIRECTOR VOTING OWNERSHIP — TRENDS OVER TIME

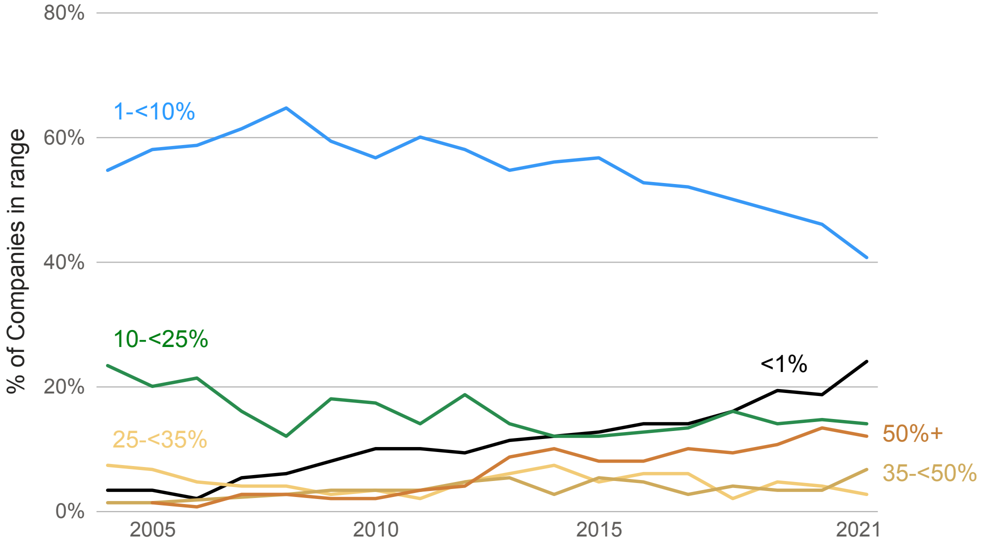
Average & Median Comparison



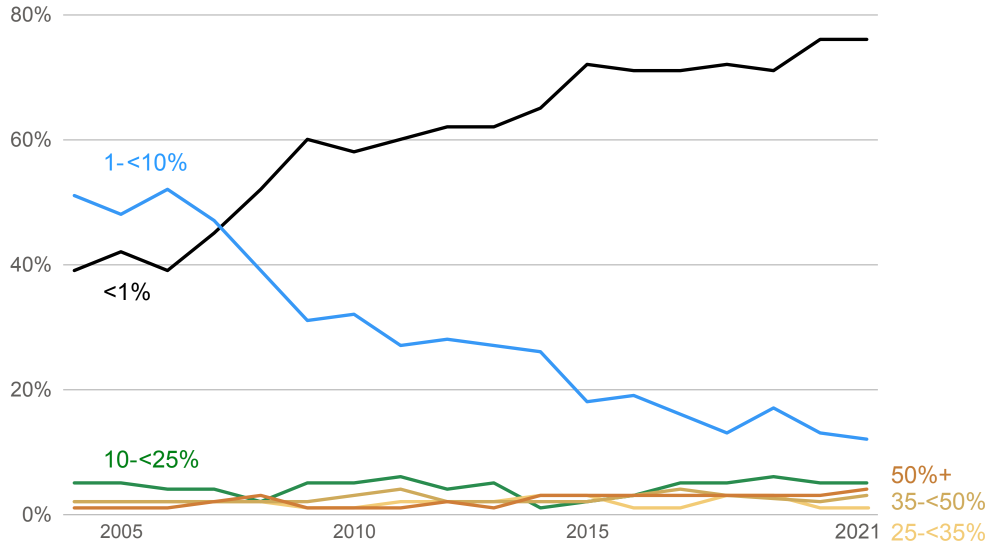
SV 150 Breakdown—Average Voting Ownership



SV 150



S&P 100

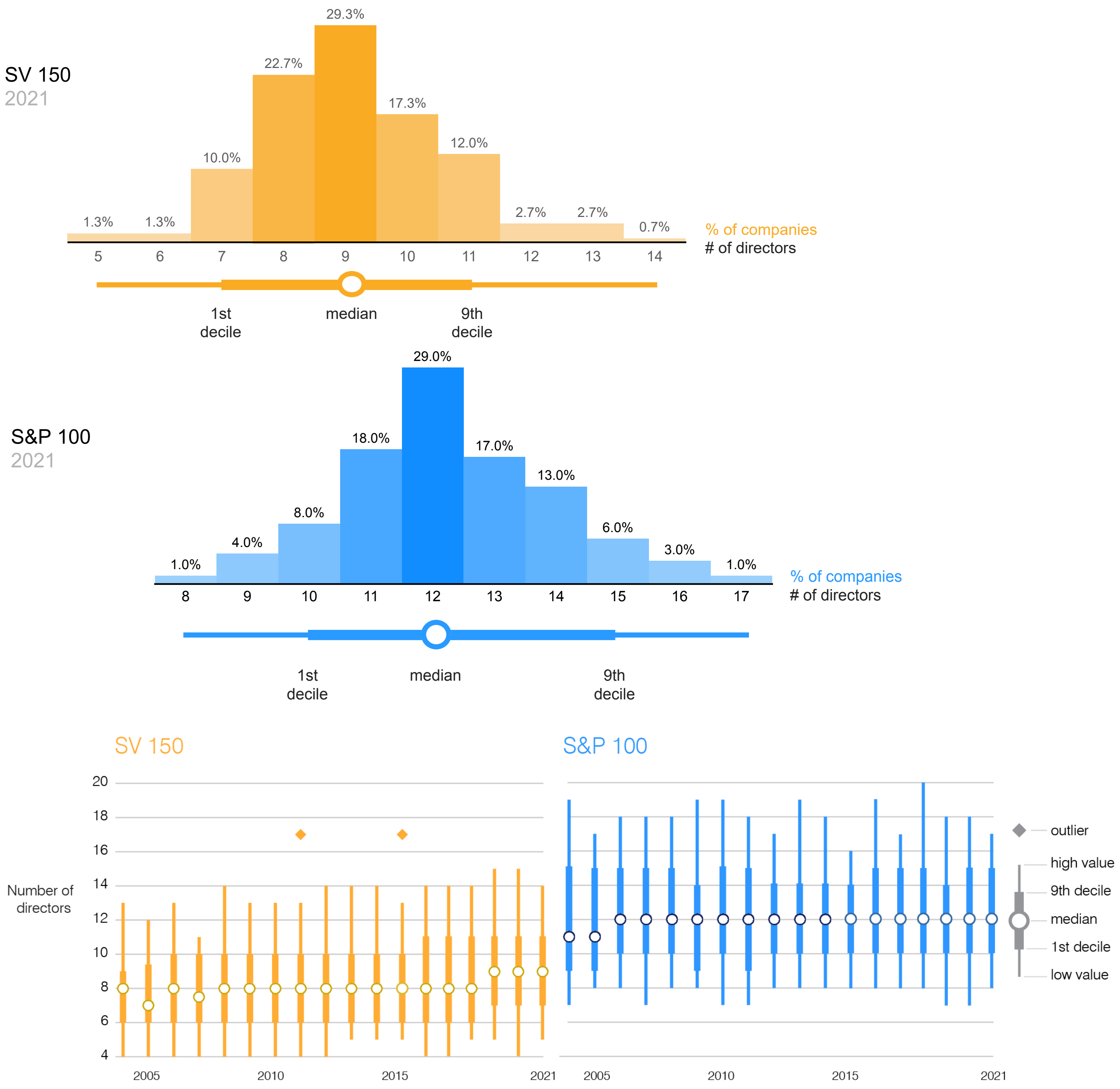


Board Size

The number of directors tends to be substantially smaller among the technology and life sciences companies in the SV 150 (average = 9.1 directors) than among S&P 100 companies (average = 12.3 directors) with the SV 150 showing a slight increase in the average number of directors in 2019. SV 150 companies may have added seats to their boards of directors in order to comply with California's board diversity statutes (See "California Raises the Bar on Corporate Board Diversity" below).

The graphs on this page show the distribution by number of directors among the two groups during the 2021 proxy season, as well as the trend over the period from the 2004 through 2021 proxy seasons (showing both the median number and the cutoffs for the deciles with the most and fewest directors).

SIZE OF BOARD OF DIRECTORS — DISTRIBUTION AND TRENDS OVER TIME

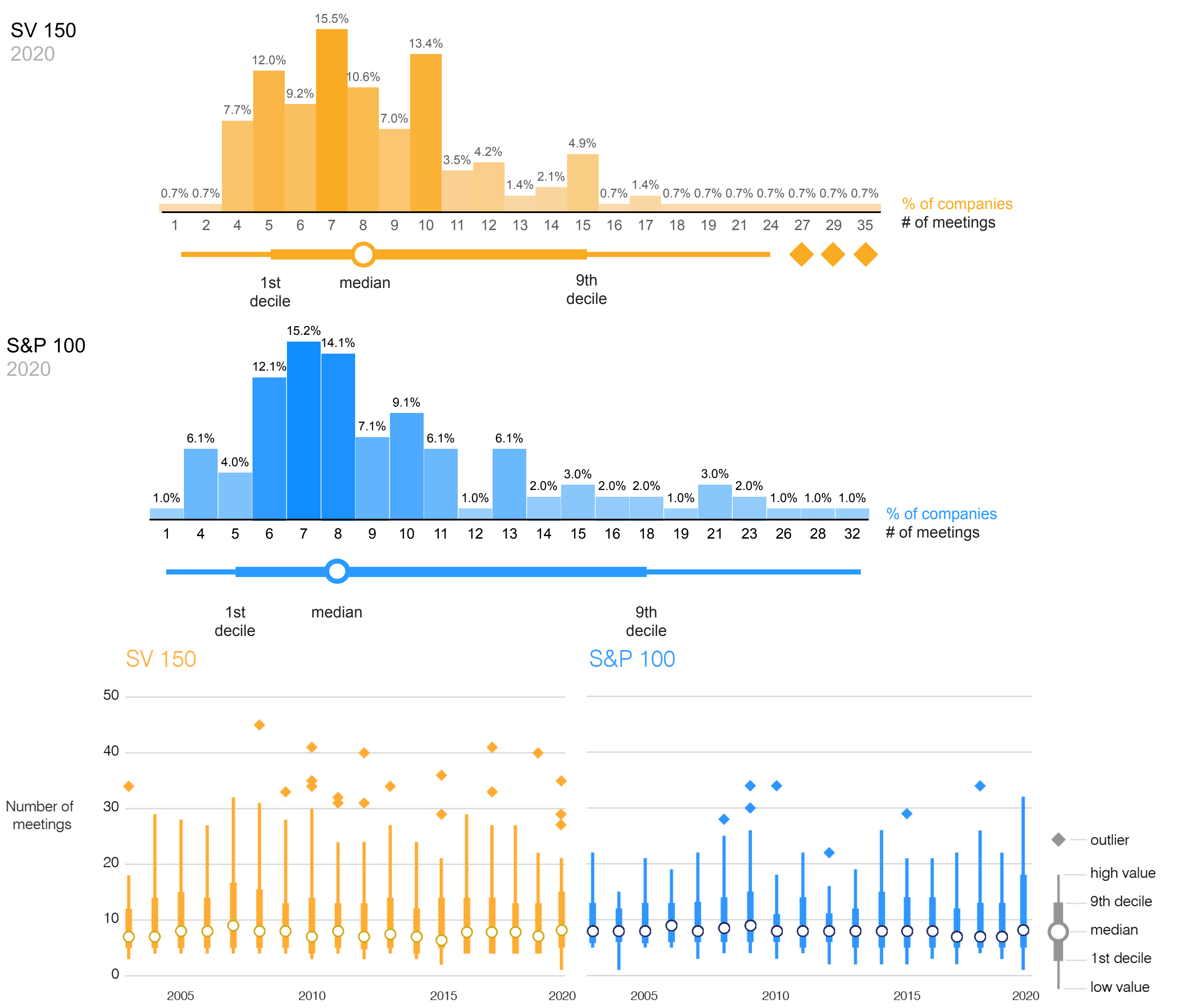


Board Meeting Frequency

The technology and life sciences companies in the SV 150 held board meetings slightly more often in fiscal 2020 (average = 9.1 in 2020 compared to 8.1 in 2019). Meeting frequency also increased for S&P 100 companies (average = 10.6 in 2020 compared to 8.6 in 2019).

The graphs on this page show the distribution by number of board meetings among the two groups in fiscal 2020 as reported during the 2021 proxy season, as well as the trend over the period from fiscal 2003 through 2020 (showing both the median number and the cutoffs for the deciles with the most and fewest meetings), as reported in the 2004 through 2021 proxy seasons.

NUMBER OF BOARD OF DIRECTORS MEETINGS — DISTRIBUTION AND TRENDS OVER TIME

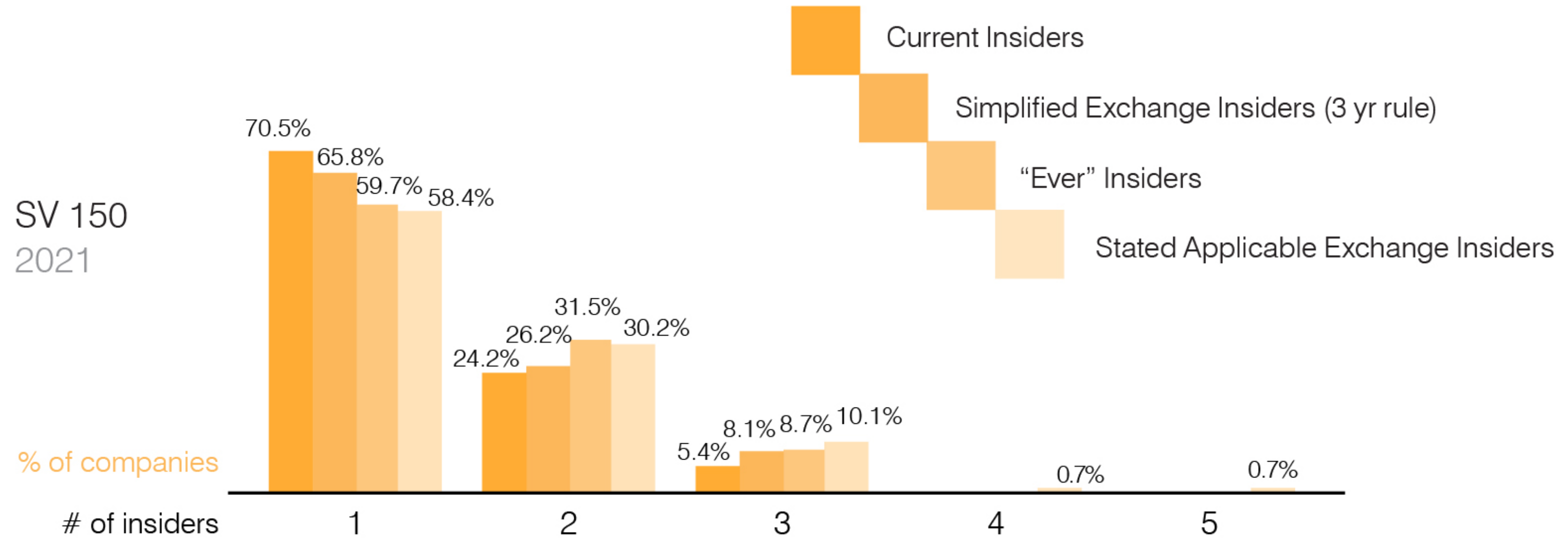


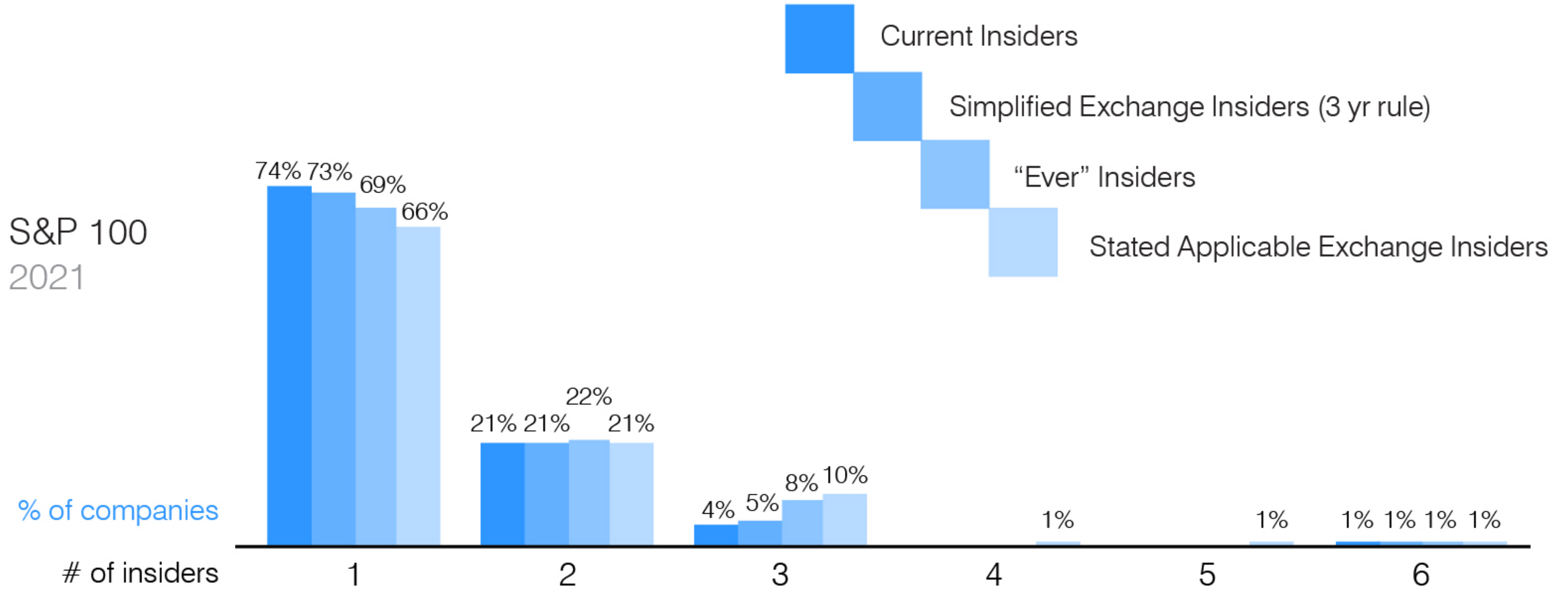
Insider Directors

Insider directors are more common among members of the boards of the technology and life sciences companies included in the SV 150 than among board members at S&P 100 companies. While generally their prevalence has declined over time in both groups, the SV 150 has not reached the level of the S&P 100 at the start of the period covered by the survey. This is largely a function of the relative size of the boards in the two groups rather than the absolute number of insider directors per board.

The graphs on this page show the distribution by number of insider directors among the two groups during the 2021 proxy season. In these graphs, we have shown "insider" status determined in various ways. See the discussion under "Insider / Independent" in the Methodology section at the end of this report for a description of the different methods of determining whether a director is an insider.

INSIDER DIRECTOR — DISTRIBUTION OF NUMBERS OF INSIDERS





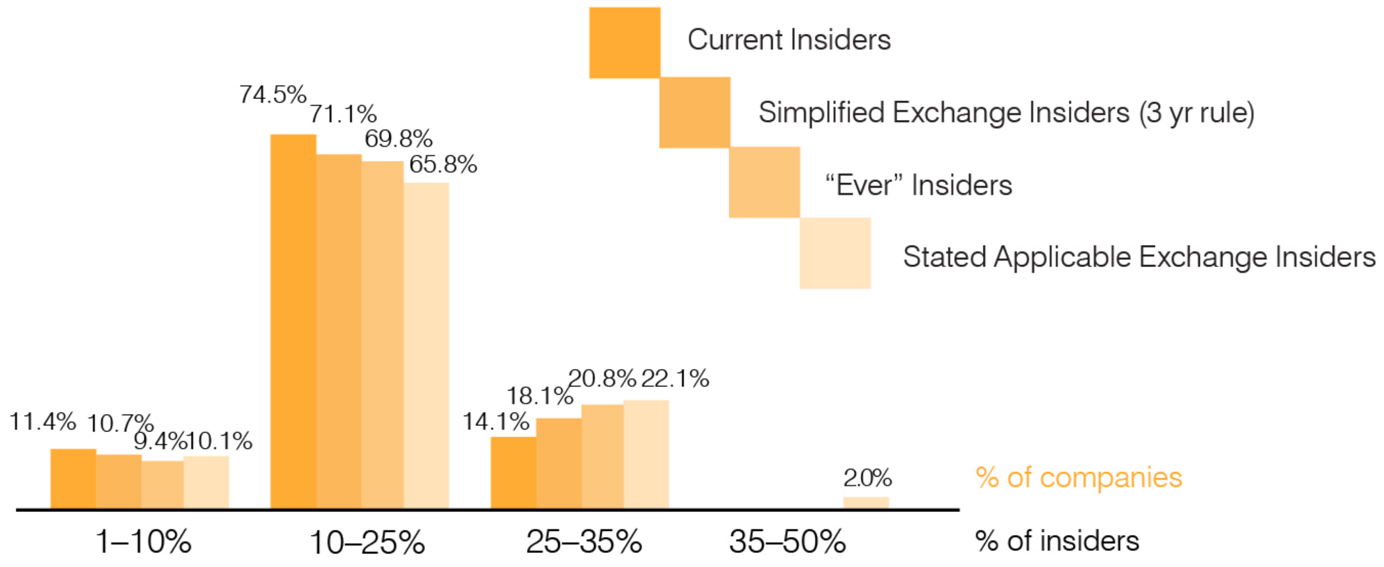
Insider Directors

Continued

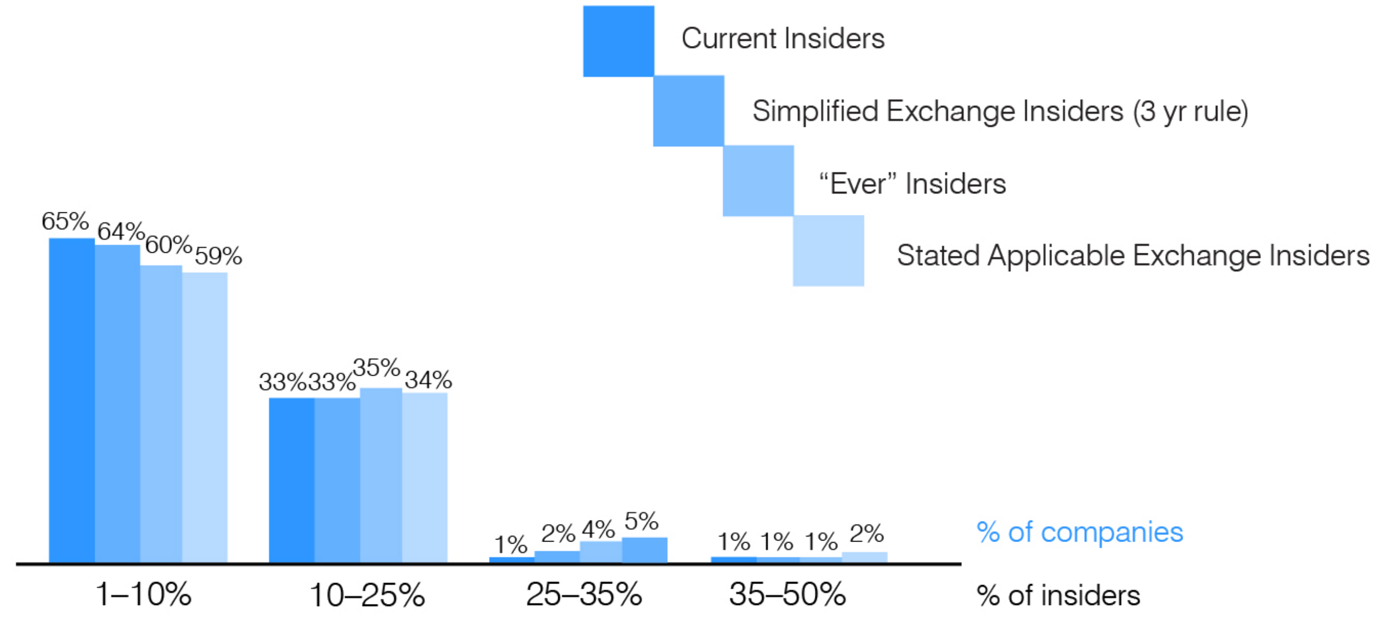
The graphs on this page show the distribution by percentage of insider directors among the two groups during the 2021 proxy season. In these graphs, we have shown "insider" status determined in various ways. See the discussion under "Insider / Independent" in the Methodology section at the end of this report for a description of the different methods of determining whether a director is an insider.

INSIDER DIRECTOR — DISTRIBUTION OF PERCENTAGES OF INSIDERS

SV 150
2021



S&P 100
2021



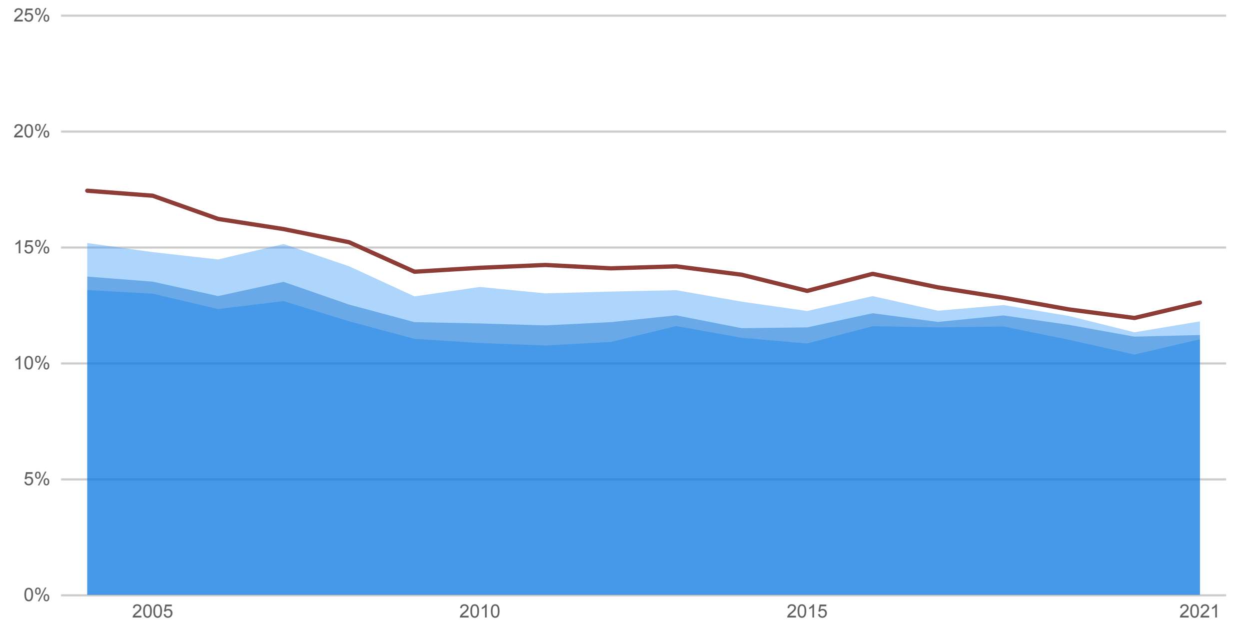
Insider Directors

Continued

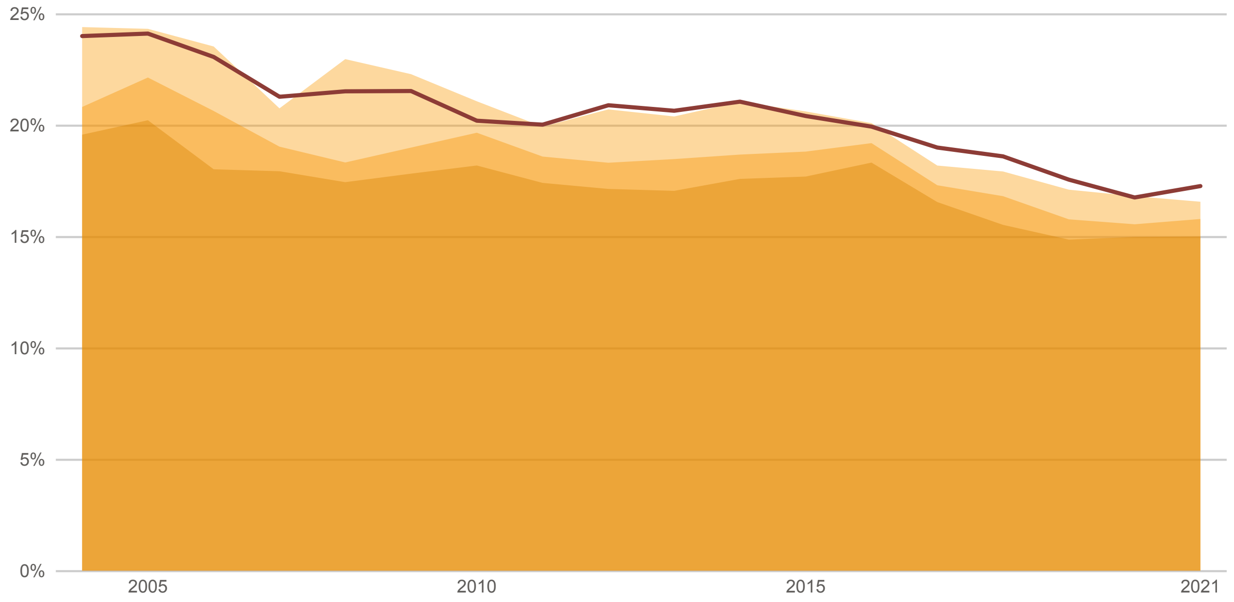
The graphs on this page show the trend of the average as a percentage of the full board that are insiders for each group. In these graphs, we have shown "insider" status determined in various ways over the period from the 2004 through 2021 proxy seasons.

INSIDER DIRECTOR — TRENDS OVER TIME

S&P 100



SV 150



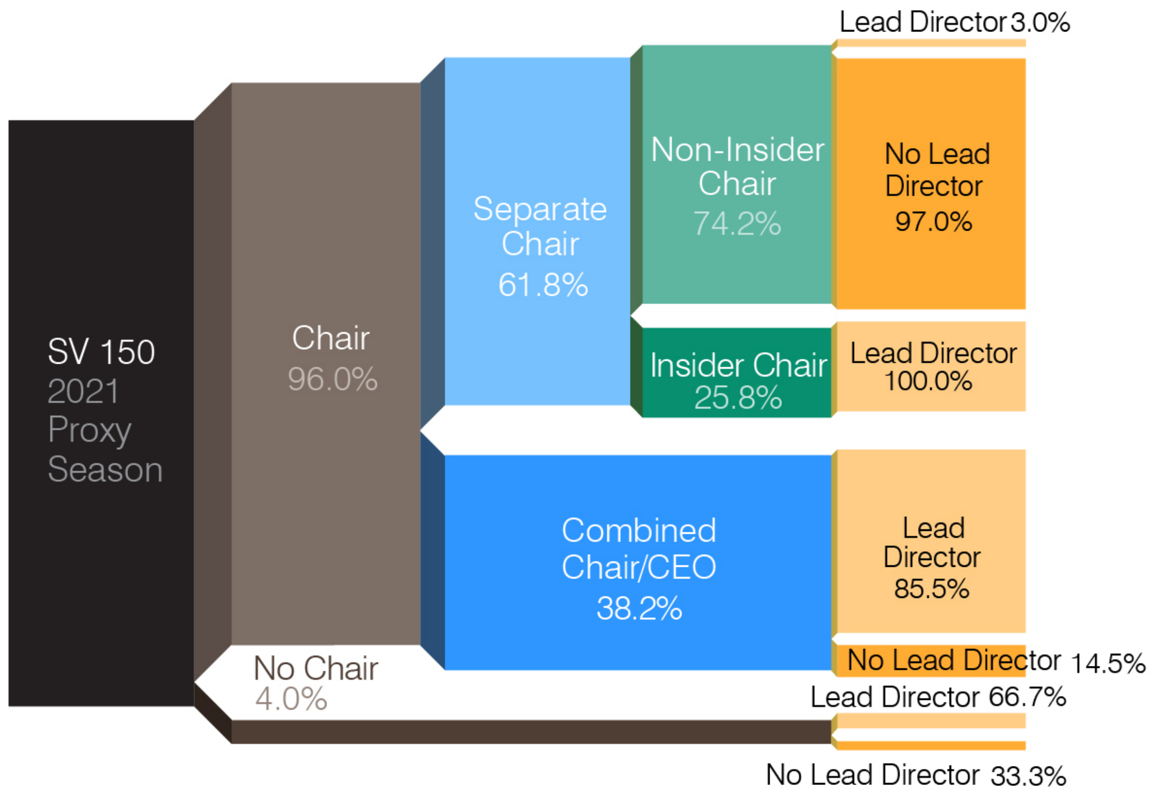
% Stated Applicable Exchange Insiders
% "Ever" Insiders
% Simplified Exchange Insiders (3 yr rule)
% Current Insiders

Board Leadership

These graphs show the percentage of companies during the 2021 proxy season with a board chair, then of those with a chair, the percentage with a separate chair (rather than a combined chair/CEO), and then of those with a separate chair, the percentage with a chair who is not an insider (under the applicable exchange standard). In addition, for each branch, the graphic shows the percentage with some form of lead director (separate from any chair).

During the period covered by this survey, insider dominance of board leadership started lower and declined more rapidly among the technology and life sciences companies in the SV 150 than among S&P 100 companies. By the 2011 proxy season, almost half of SV 150 companies did not have a chair who was an insider (whether measured as a current insider or under the applicable exchange listing standard) — though that trend has largely stalled since then. In the SV 150, 50% of companies in the 2021 proxy season did not have a current insider chair, compared to only 29% in the S&P 100, and 48.7% in the SV 150 had no insider chair under the applicable exchange listing standard, compared to only 28% in the S&P 100. In the 2021 proxy season, combined chair/CEOs existed at about 36.7% of companies in the SV 150, while combined chair/CEOs existed at about 58% of S&P 100 companies (albeit with lead directors also present at about 74% of all S&P 100 companies).

BOARD LEADERSHIP — BRANCHING PERCENTAGES



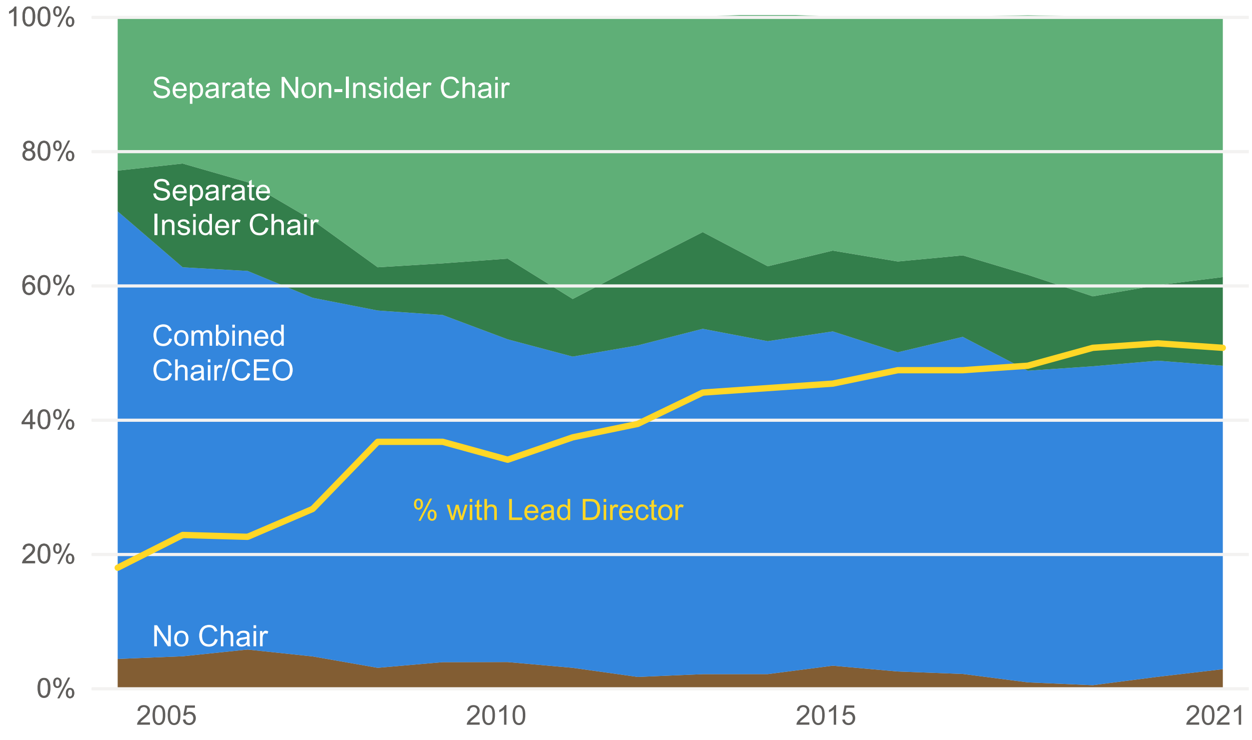
Board Leadership

Continued

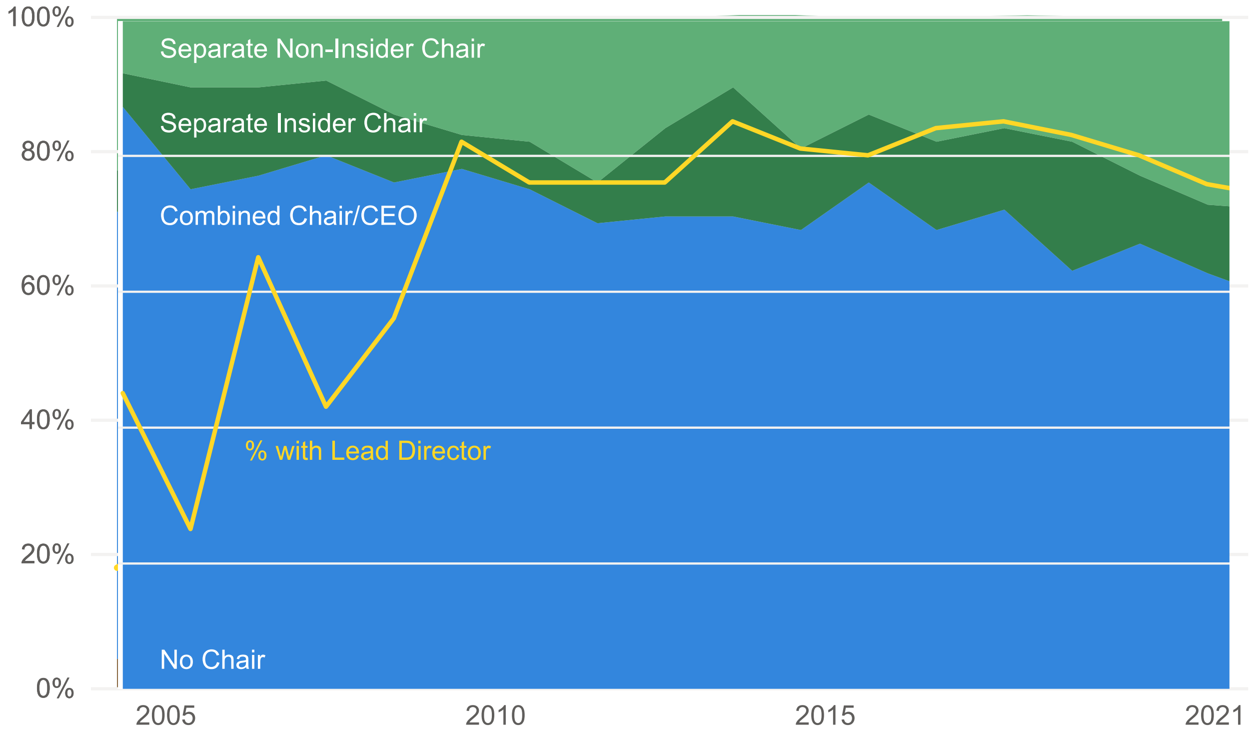
The graphs on this page track, from the 2004 through 2021 proxy seasons, the percentage of all companies with no chair, a combined chair/CEO, a separate but insider chair and a separate and non-insider chair (under the applicable exchange standard), as well as the percentage of all companies with some form of lead director.

BOARD LEADERSHIP — TRENDS OVER TIME

SV 150



S&P 100



Board Leadership

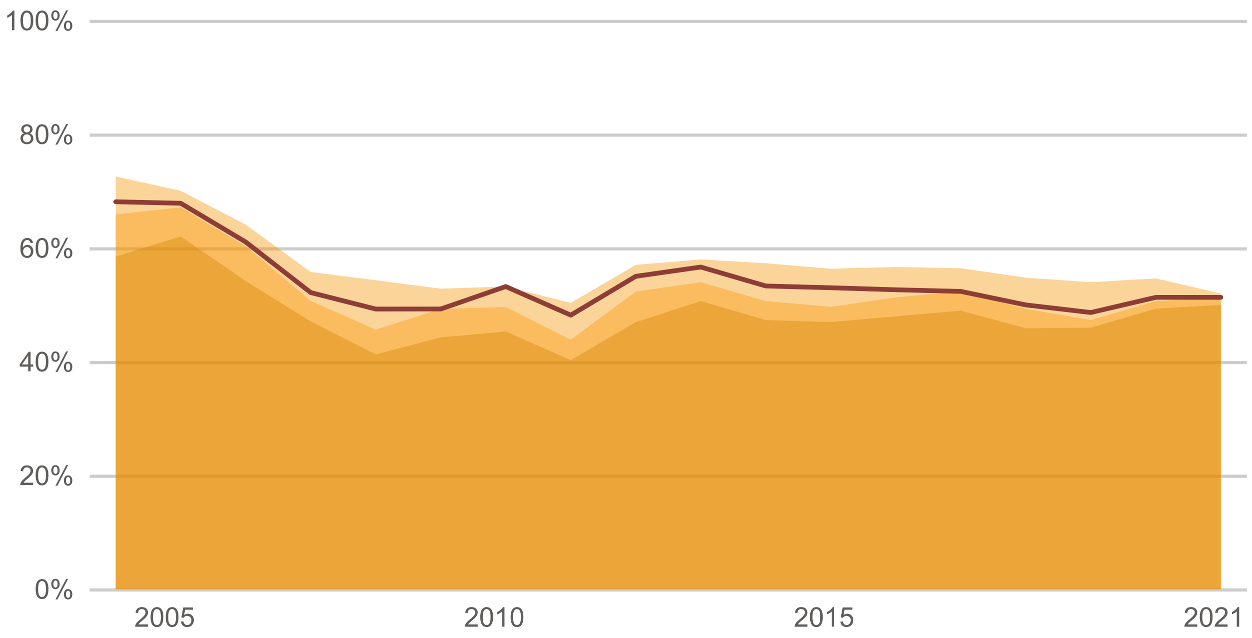
Continued

The graphs on this page show the trend over time of the percentage of boards with chairs who are insiders for each group. In these graphs, we have shown "insider" status determined in various ways. See the discussion under "Insider / Independent" in the Methodology section at the end of this report for a description of the different methods of determining whether a chair is an insider.

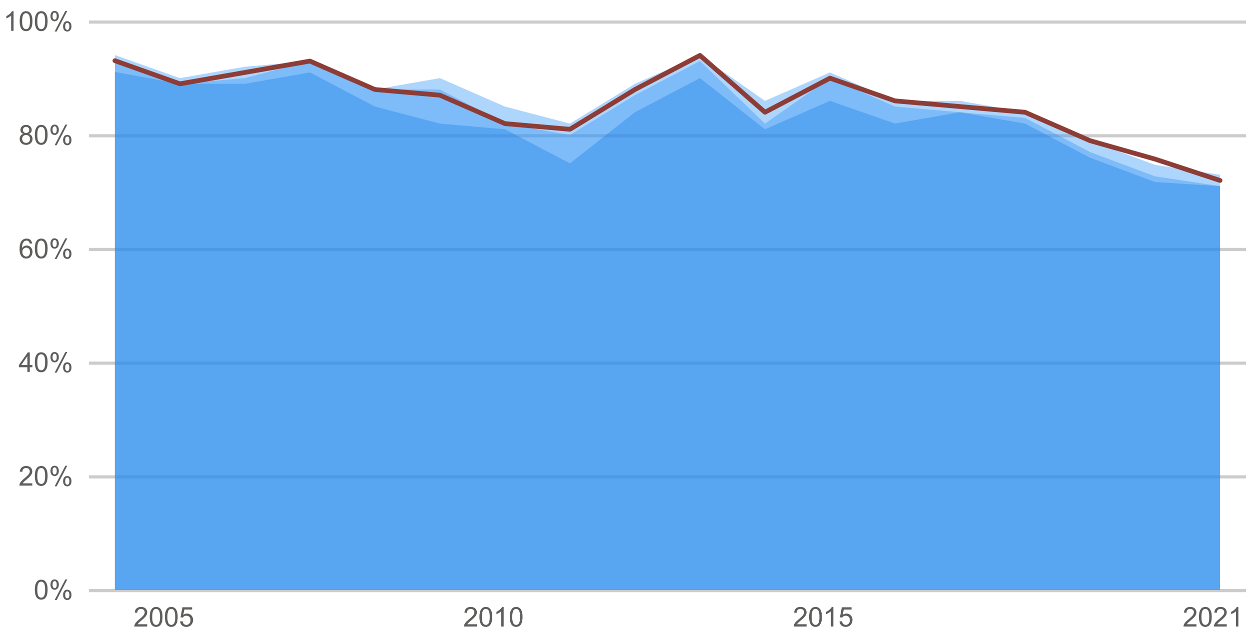
INSIDER BOARD CHAIR — TRENDS OVER TIME

% Stated Applicable Exchange Insiders
% "Ever" Insiders
% Simplified Exchange Insiders (3 yr rule)
% Current Insiders

SV 150



S&P 100



Board Diversity[12]

Board diversity has been an area of intense focus for shareholders, regulators, proxy advisors and other stakeholders in recent years. Regulation and shareholder pressure have resulted in significant increases in the number of women and people from underrepresented communities serving on boards in the last couple of years. Our data indicates that companies in both the SV 150 and S&P 100 responded to these developments, showing increases in the number of women serving on their boards in 2021.

Under SEC disclosure rules adopted in 2009, companies are required to disclose whether they consider diversity in identifying nominees to the board of directors. However, companies have the flexibility to define diversity for themselves, and such definitions typically include a wide range of factors, not simply traditional diversity factors such as gender, race and ethnicity.[13]

Consequently, it has been challenging to measure board diversity in a systematic way when relying primarily on the information in public filings,[14] though we expect that to change significantly because of strong investor interest in such information as well as recent regulatory developments.

On Aug. 6, 2021, the SEC approved new rules that will require Nasdaq-listed U.S. companies to publicly disclose board diversity statistics and require most listed companies to have at least one woman and one person who self-identifies as an underrepresented minority or LGBTQ+ on the board or explain why they do not.[15] Institutional Shareholder Services (ISS), the leading proxy voting advisory firm, has announced benchmark voting policy changes, increasing expectations for board racial and ethnic diversity and related disclosure. For shareholder meetings after February 1, 2022, ISS will generally recommend a vote “against” or “withhold” from the chair of the nominating committee (or other directors on a case-by-case basis) where the board has no apparent racially or ethnically diverse members.[16] Similarly, Glass Lewis, the other leading proxy voting advisory firm, will recommend voting against nomination committee chairs where their boards have more than six members

12 See Gender Diversity in Silicon Valley: A Comparison of Silicon Valley Public Companies and Large Public Companies (2020 Proxy Season) for a substantially more detailed review of gender diversity on the board of directors, as well as among the management teams, of SV 150 and S&P 100 companies. That report, a supplement to this survey, covers data from the 1996 through 2020 proxy seasons and includes a discussion of factors underlying the statistics as well as references to additional materials on the subject. To be placed on an email list for future editions of the gender diversity survey when published, visit https://www.fenwick.com/corporate-governance-survey-subscription-form

13 See current Item 407(c)(2)(vi) of Regulation S-K and SEC Release No. 33-9089. Companies typically include factors such as diversity of business experience, viewpoints, personal background (sometimes specifying race and gender) and relevant knowledge, skills or experience in technology, government, finance, accounting, international business, marketing and other areas (if they provide even this level of definition in their disclosures) when describing how their boards consider diversity when making nomination decisions. They do not typically describe how each sitting director or nominee measures against each of those factors (to the extent they enumerate them at all as part of the definition). However, in August 2021, the SEC approved Nasdaq rules requiring disclosure of board diversity information covering both gender and underrepresented minorities as well as requiring listed companies to explain why they do not meet specified minimum diversity requirements.

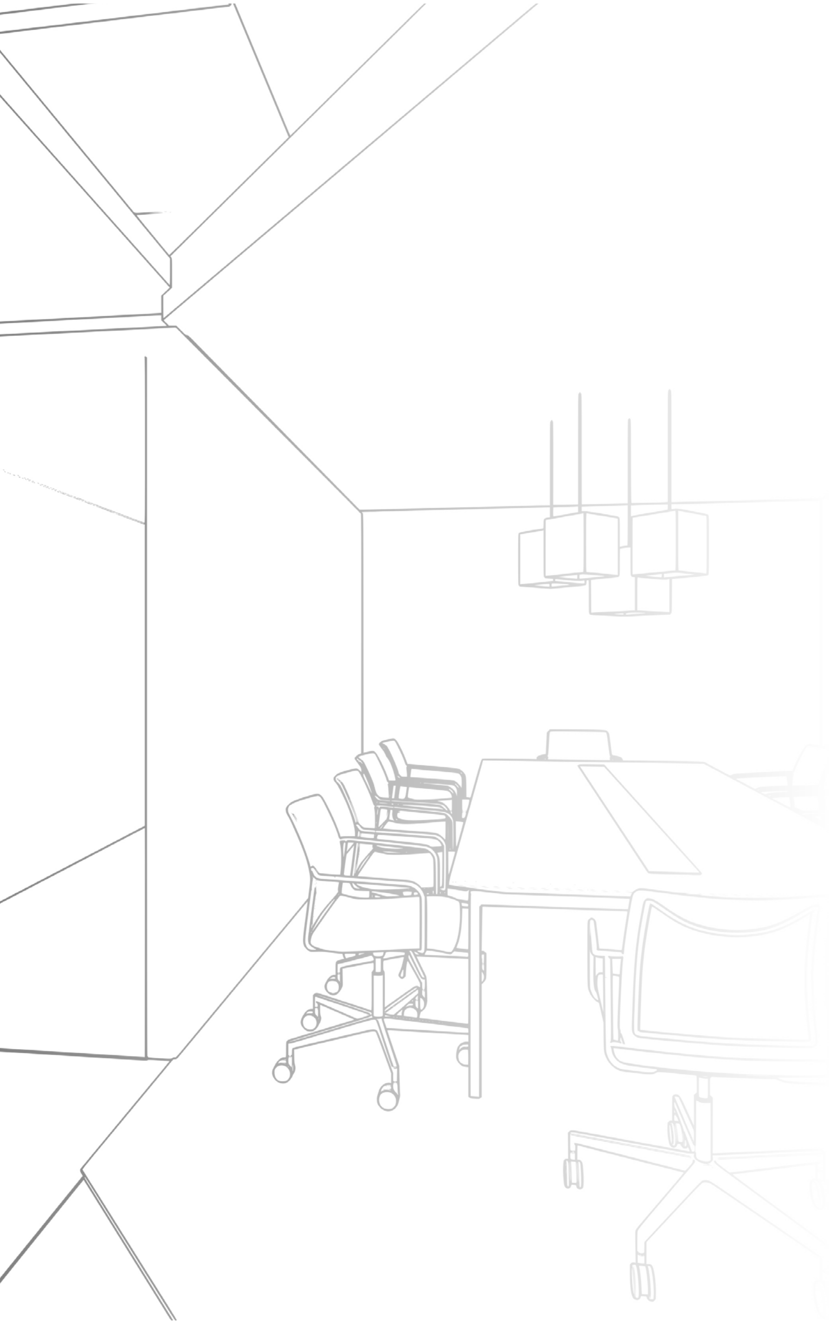
14 However, for a report on traditional diversity factors, see data from Deloitte showing that companies continue to make slow progress in promoting boardroom diversity: In the Fortune 500, 200 companies have met the goal of greater than 40% board diversity, according to “Missing Pieces Report: The Board Diversity Census of Women and Minorities on Fortune 500 Boards, 6th edition,” by Alliance for Board Diversity and Deloitte (2020). Executive recruiter Spencer Stuart reported that S&P 500 boards are heeding the growing calls from shareholders and other stakeholders for enhanced boardroom diversity of gender, age, race/ethnicity and professional background. A record-breaking 72% of the new directors are from historically underrepresented groups (including women and Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial men), up from 59% last year. See “2021 U.S. Spencer Stuart Board Index Highlights” (October 2021).

15 For a discussion of Nasdaq’s board diversity rules, see Fenwick’s previous publication “SEC Adopts Nasdaq Rules on Board Diversity” (August 2021).

16 For a discussion of ISS’s diversity related voting guidelines, see Fenwick’s previous publication “Proxy Advisors Update Voting Guidelines for 2022, Focusing on Board Diversity, Climate and ESG Oversight” (December 2021).

Board Diversity

Continued



but fewer than two gender-diverse directors and the entire nominating committee if there are no gender-diverse directors. Glass Lewis will generally recommend against nominating committee chairs that do not comply with state laws mandating racial and ethnic board diversity, and will assess companies' board diversity disclosures, in some cases recommending against the nominating and/or governance committee chairs where diversity disclosure is lacking or fails to meet regulatory requirements.[17]

In addition, as we discuss below in more detail, in 2020 California became the first state in the U.S. to require directors from underrepresented communities on corporate boards with the passage of AB 979.

Although there have been significant increases in voluntary reporting of racial/ethnic diversity, until expected improvements in diversity disclosure become more widespread, through the 2021 proxy season we have elected to track gender as a measure of board diversity for the technology and life sciences companies in the SV 150 and S&P 100 companies because gender can be more readily measured in public filings. We are also tracking the effect of SB 826, a 2018 California law that requires inclusion of women on corporate boards, which we discuss in greater detail below.

A review of our data suggests that board size may be a significant factor affecting the number of women directors, and to some degree that is a function of the relatively small size of many SV 150 companies.[18] For example, while S&P 100 companies tend to have more women directors than SV 150 companies when measured in absolute numbers (S&P 100 average = 3.7 and SV 150 average = 2.8 women in the 2021 proxy season), the difference (while significant) is negligible when measured as a percentage of the total number of directors (S&P 100 average = 30.3% of directors and SV 150 average = 30.2% of directors in the 2021 proxy season). In addition, the data for the top 15 of the SV 150 is closer to that of the S&P 100 than to the SV 150 generally (top 15 average = 3.5 in the 2021 proxy season, up from average = 1.9 in the 2011 proxy season), despite having a smaller average board size (top 15 of SV 150 average = 10.7; S&P 100 average = 12.3). When measured as a percentage of the total number of directors, the top 15 of the SV 150 now exceed their S&P 100 peers (top 15 average = 32.3% women directors in the 2021 proxy season).[19]

Further, all companies in the SV 150 now have at least one woman director, continuing the long-term trend in the SV 150 of increasing numbers of women directors (both in absolute numbers and as a percentage of board members) and declining numbers of boards without women members. The rate of increase in women directors for the SV 150 continues to be higher than among S&P 100 companies.

17 For a discussion of Glass Lewis's diversity-related voting guidelines, see Fenwick's previous publication "Proxy Advisors Update Voting Guidelines for 2022, Focusing on Board Diversity, Climate and ESG Oversight" (December 2021).

18 While our data focuses on a limited number of public companies in Silicon Valley and large public companies nationally, this observation appears to be true among the largest companies as well. See the "Missing Pieces Report: The Board Diversity Census of Women and Minorities on Fortune 500 Boards, 6th edition," by Alliance for Board Diversity and Deloitte (2020), which includes data for Fortune 100 and Fortune 500 companies. See also the International Shareholder Services' "Number of Black Director Appointments Grows Exponentially at Large U.S. Companies" (May 25, 2021).

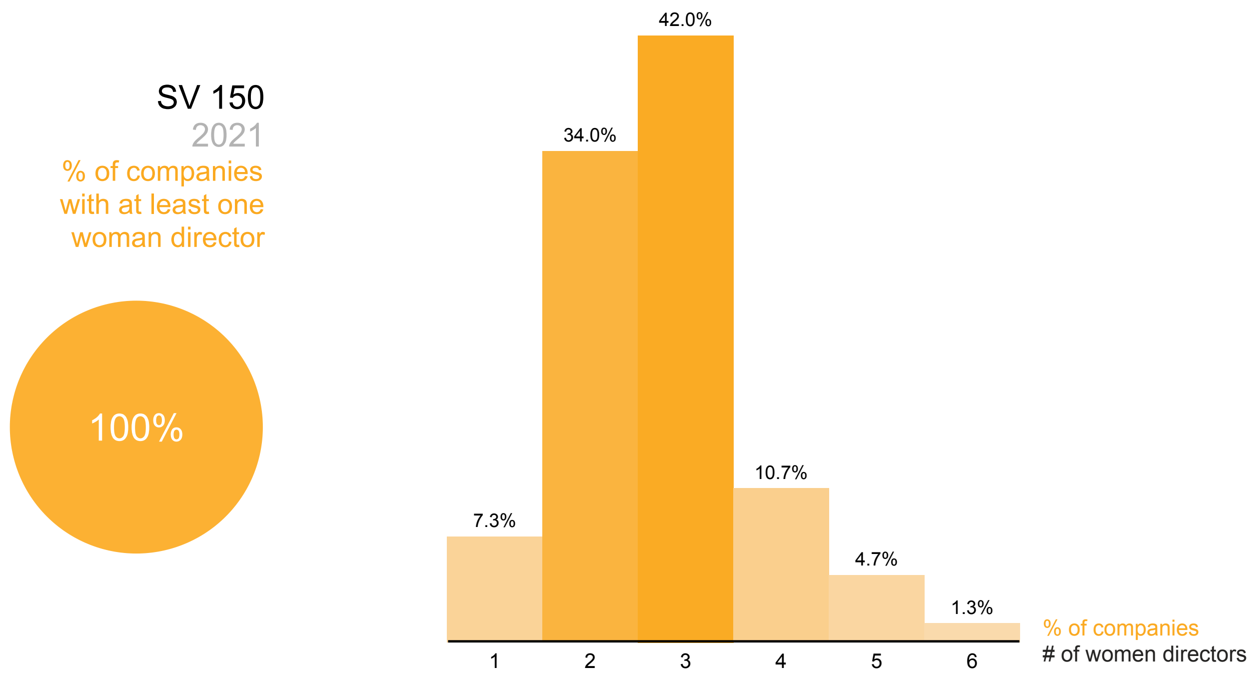
19 As many companies add board seats, their boards generally expand the mix of skills and experiences that they seek to have represented, often into areas where women are more represented than they are in the mix in effect for smaller boards or companies at earlier stages of development.

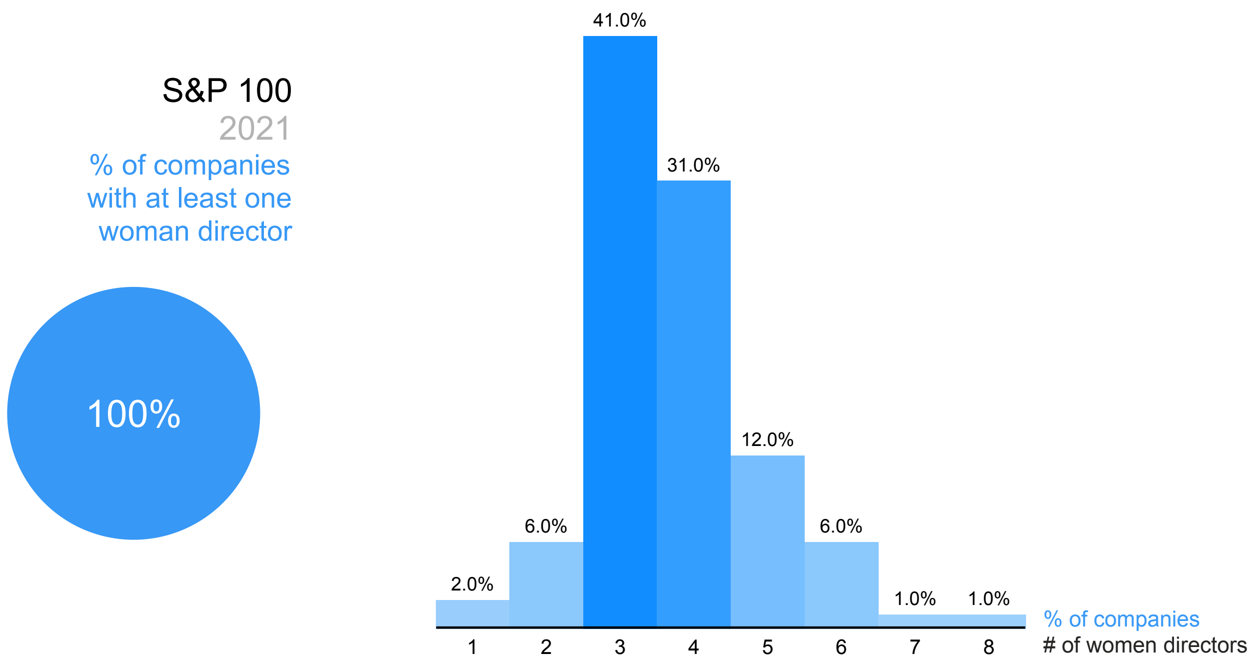
Board Diversity

Continued

The graphs on this page show the percentage of companies with at least one woman director and the distributions by number of women directors among the boards of companies in each group during the 2021 proxy season.

WOMEN DIRECTORS — 2021 PROXY SEASON DISTRIBUTION





Board Diversity

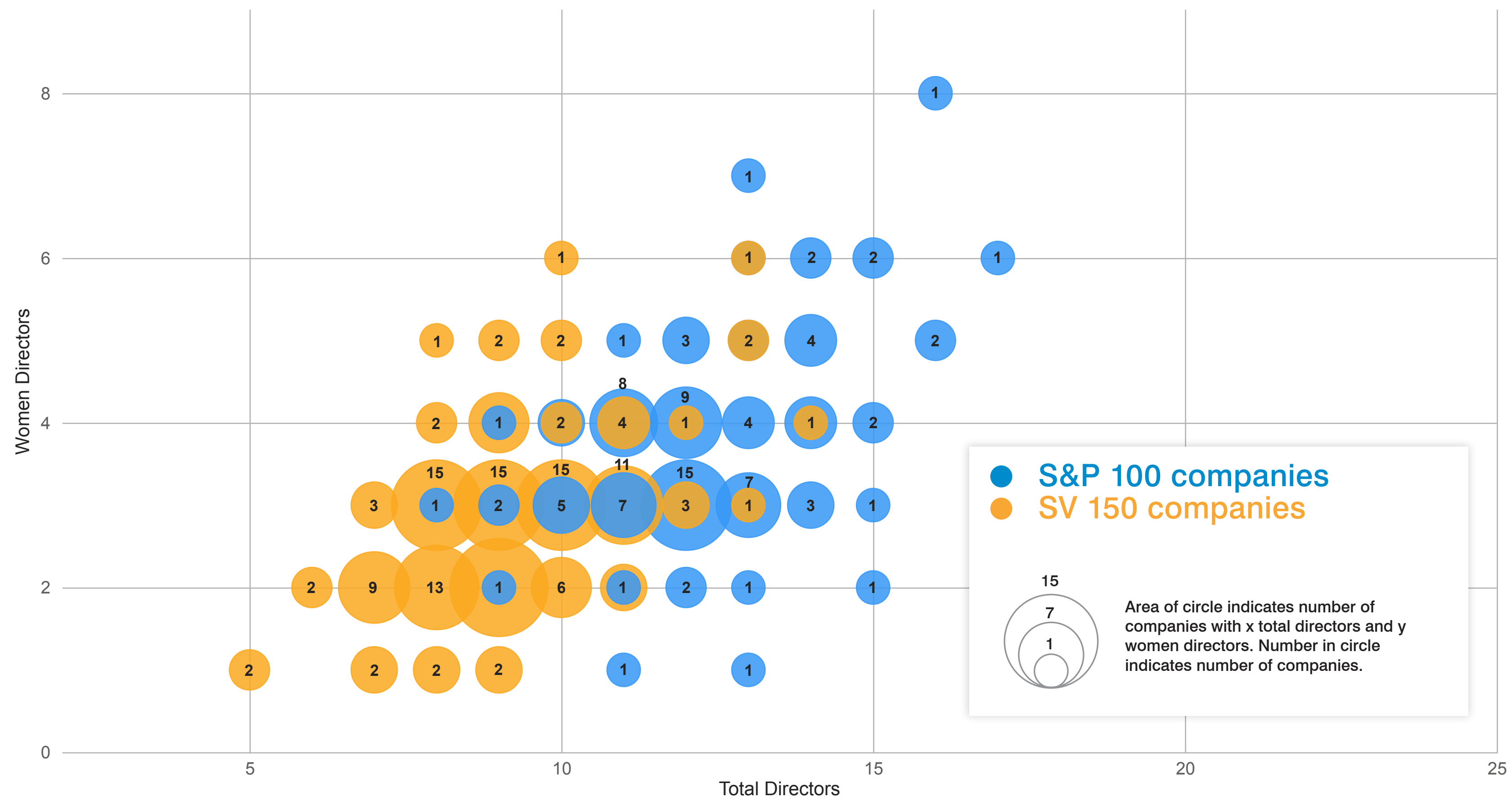
Continued

During the period covered by the survey, both groups of companies have made significant gains in the average percentage of board members that are women (SV 150 average = 2.1% in 1996 and 30.2% in the 2021 proxy season; top 15 of the SV 150 average = 5.7% in 1996 and 32.3% in the 2021 proxy season; S&P 100 average = 10.9% in 1996 and 30.3% in the 2021 proxy season), though there was a period of relative stagnation from the 2008 through 2011 proxy seasons. There has been a distinct downward trend in the percentage of SV 150 companies with no women directors (82.3% in 1996; none in the 2021 proxy season); there were no such companies in the S&P 100 in the 2020 and 2021 proxy seasons (10.6% in 1996).[20]

The graph on this page shows the distribution of women directors by number of women directors at each board size among the boards of companies in each group during the 2021 proxy season.

DISTRIBUTIONS BY BOARD SIZE VS. NUMBER OF WOMEN DIRECTORS

S&P 100 (100 companies) **vs. SV 150** (150 companies)



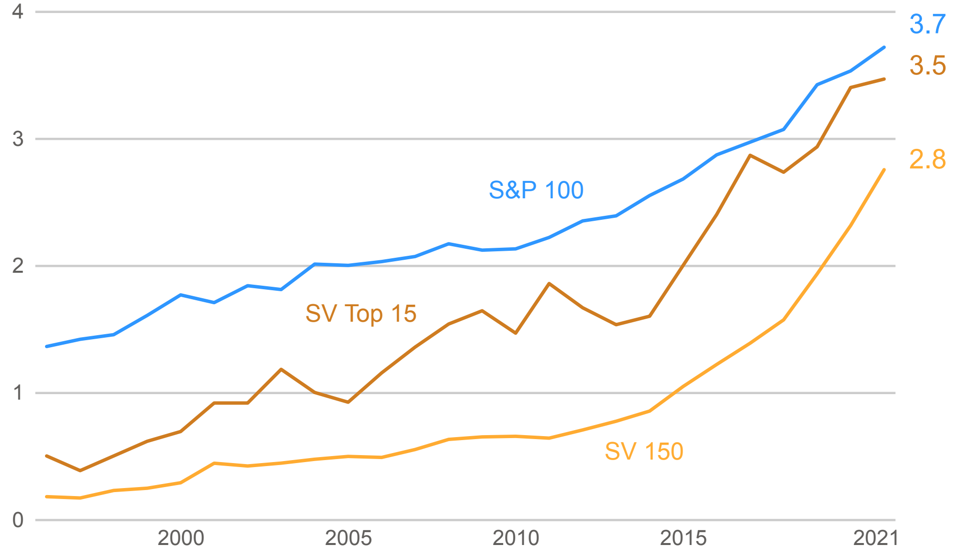
20 Progress among companies in the top 15 of the SV 150 has been even greater, with a drop from 50.0% of companies with no women serving as directors in 1996 to all companies having at least two women directors in 2021. In fact, the number of companies with no women serving as directors fell meaningfully at all levels of the SV 150.

Board Diversity

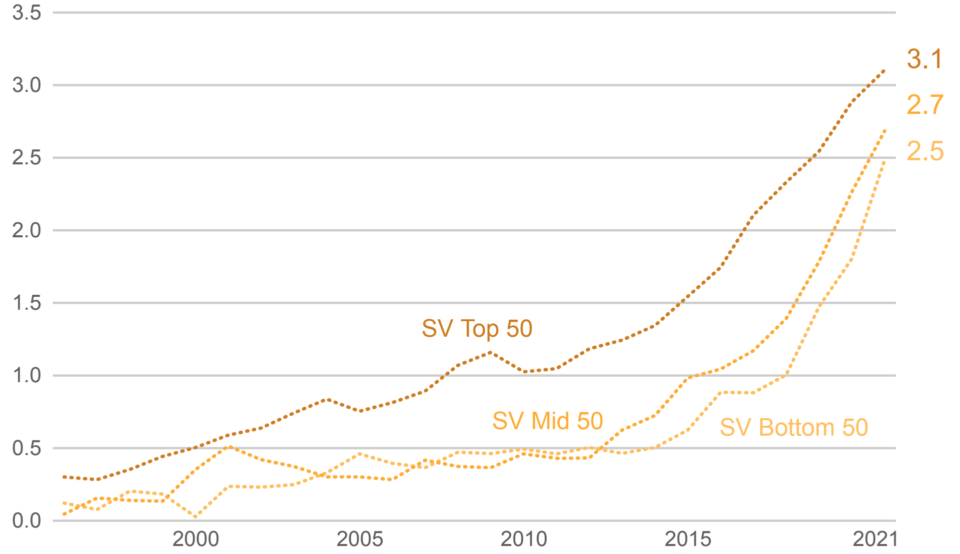
Continued

The graphs on this page show the average number and the average percentage of women directors for the SV 150, the top 15 of the SV 150 and the S&P 100 (and with the SV 150 broken down by the top 50, middle 50 and bottom 50 companies), over the period from the 1996 through 2021 proxy seasons.

AVERAGE NUMBER OF WOMEN DIRECTORS — 1996–2021

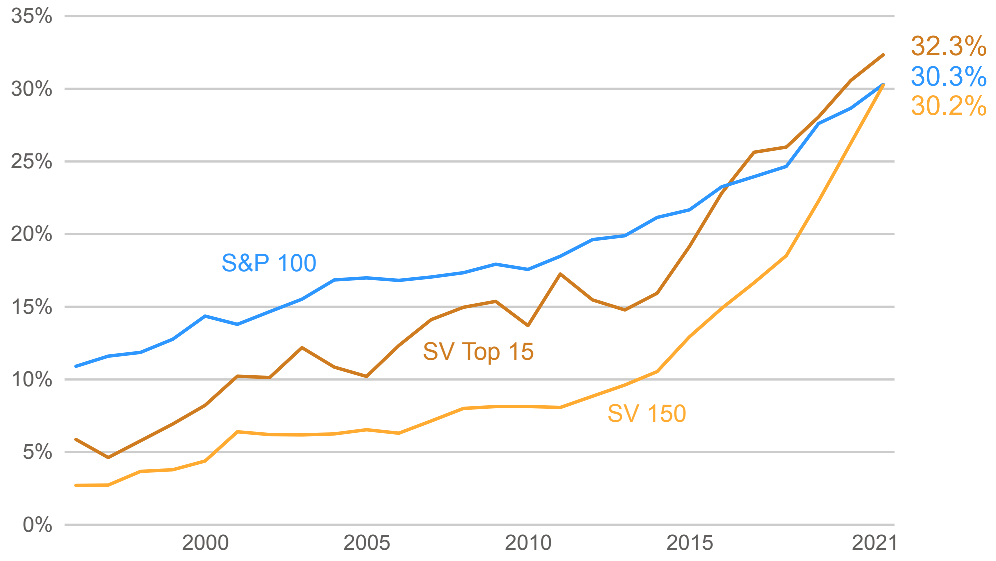


SV 150 Breakdown

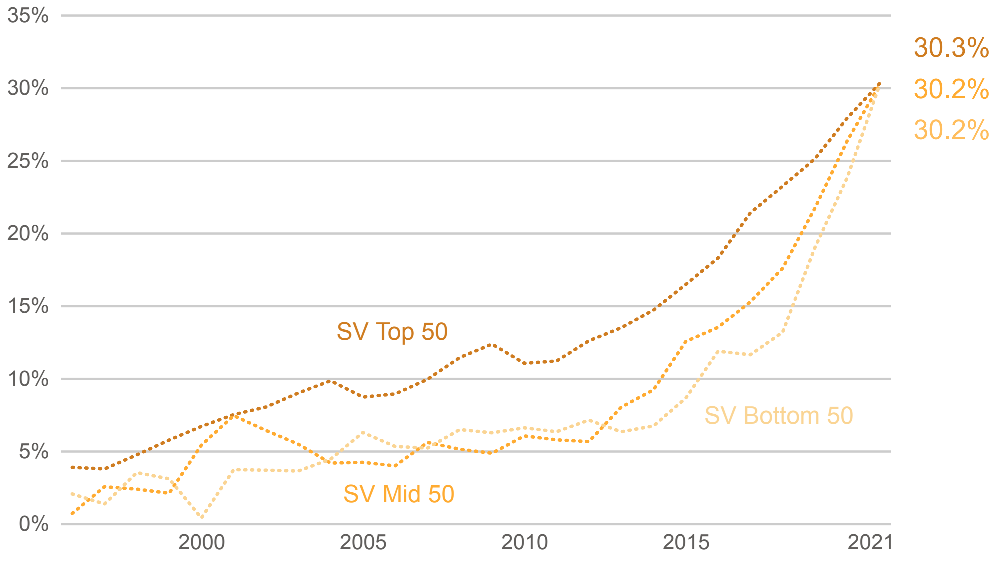


AVERAGE PERCENTAGE OF WOMEN DIRECTORS — 1996–2021

S&P 100 vs. SV Top 15 vs. SV 150



SV 150 Breakdown



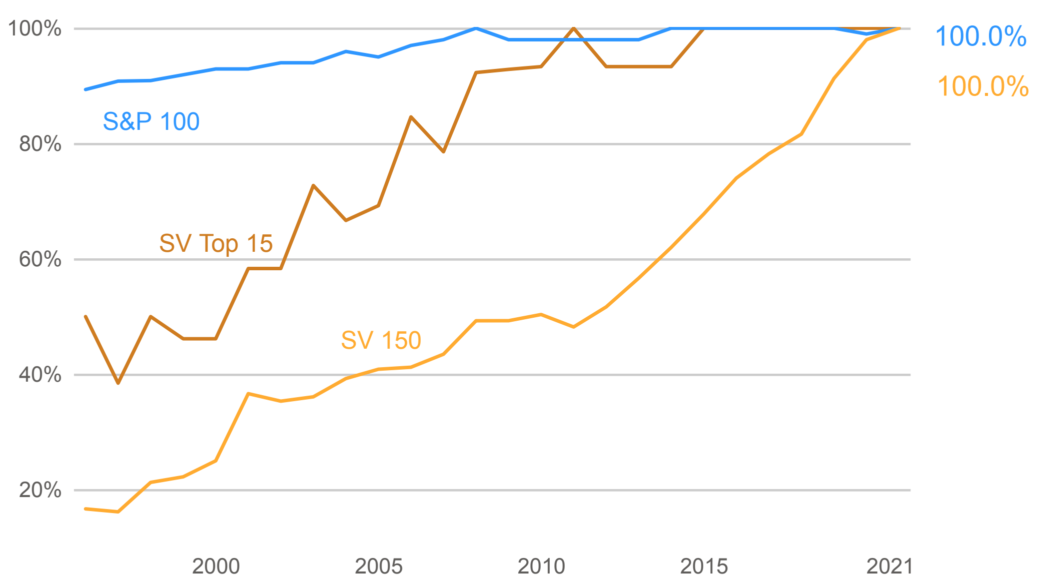
Board Diversity

Continued

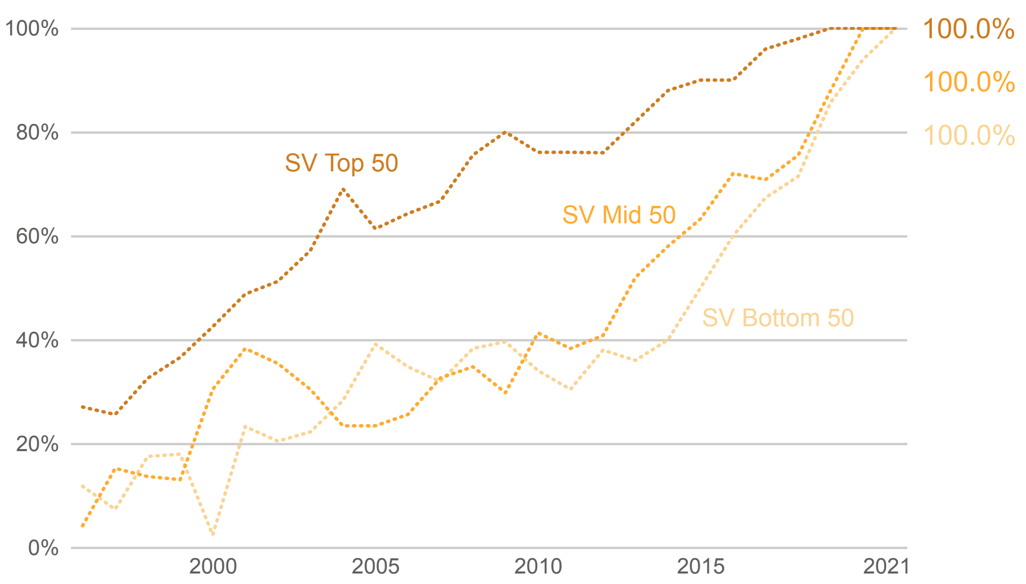
The graphs on this page show the percentage of companies with at least one woman director in the SV 150, the top 15 of the SV 150 and the S&P 100 (and with the SV 150 broken down by the top 50, middle 50 and bottom 50 companies) over the period from the 1996 through 2021 proxy seasons.

PERCENTAGE OF COMPANIES WITH AT LEAST ONE WOMAN DIRECTOR — 1996–2021

S&P 100 vs. SV Top 15 vs. SV 150



SV 150 Breakdown



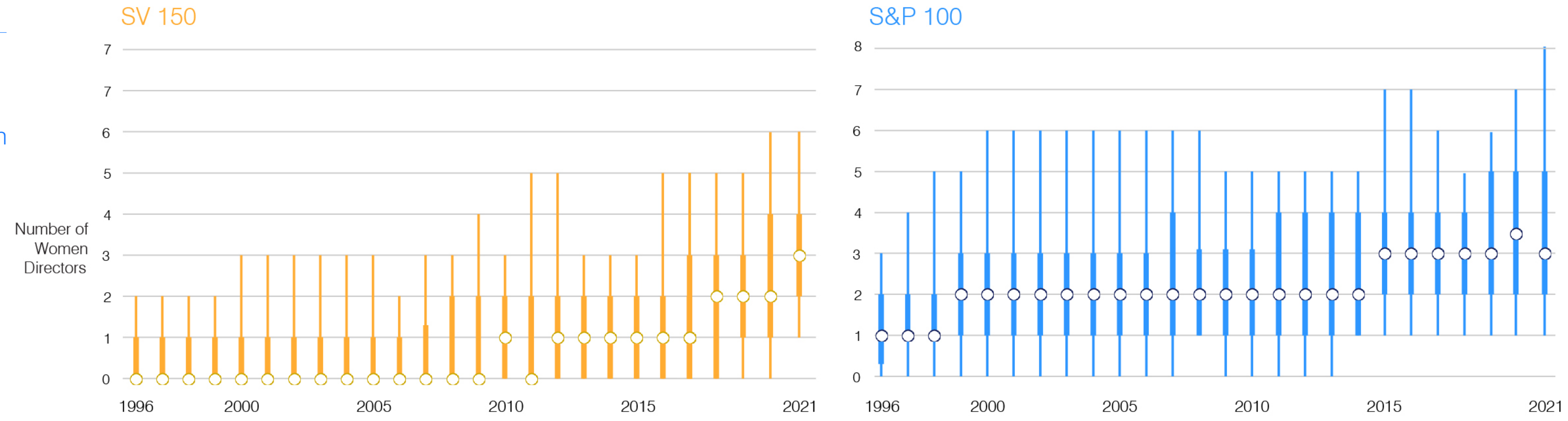
Board Diversity

Continued

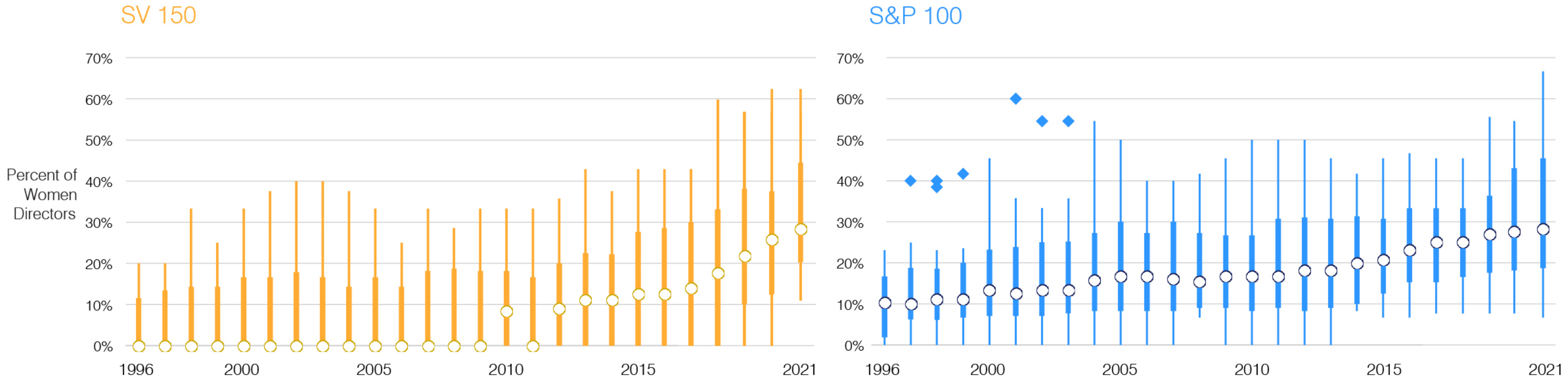
The graphs on this page show the trend in the distribution by number and percentage of women directors in each group (showing both the median number or percentage and the cutoffs for the deciles with the most women directors) over the period from the 1996 through 2021 proxy seasons.

DISTRIBUTION OF NUMBER AND PERCENTAGE OF WOMEN DIRECTORS — 1996–2021

Women Directors: Numbers
1996–2021



Women Directors: Percentages
1996–2021



Board Diversity

Continued

California Raises the Bar on Corporate Board Diversity

In 2018 and 2020, California passed landmark laws mandating that public companies in California include women and people from underrepresented communities on corporate boards.[21] Assuming these laws withstand legal challenges,[22] they are poised to have a significant effect on the makeup of boards in the SV 150 and S&P 100 companies headquartered in California.

Gender

Then-Governor Jerry Brown signed SB 826 into law in September 2018, mandating that public companies headquartered in California have at least one woman on the board in calendar year 2019. The law also calls for at least two women on boards that have five or more total directors, and at least three women on boards of six or more directors in calendar year 2021. Not meeting the requirement carries fines in the six figures for each violation and has a related impact on brand and reputation.

Our data show that many SV 150 companies will need to add women to their boards in order to comply. As of the 2021 proxy season (generally proxy statements filed in the 12 months prior to June 30, 2021)—a period ending six months before the compliance deadline—all companies had at least one woman director. Most SV 150 companies have six or more total directors on their boards (148 of the 150 companies for which data is available). Of those, only 88—or about 60%—met or exceeded the 2021 requirement of having at least three women directors. Two SV 150 companies had boards with five directors. Of those, none met the 2021 requirement under SB 826. Those companies not yet in compliance during the defined 2021 proxy season may have come into compliance before the deadline.

That said, our data, anecdotal experience and media reports suggest that the law is having the effect desired by its sponsors.[23] Fenwick's data shows that the percentage of companies whose boards as configured for the 2021

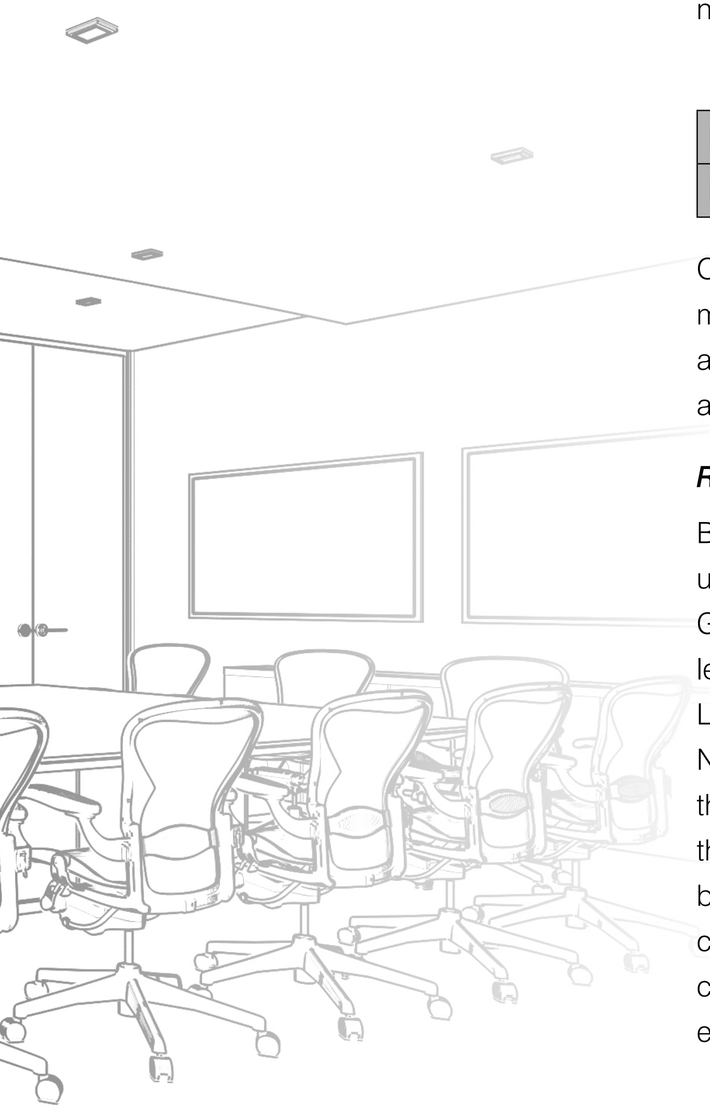
21 Fenwick covered the new laws and their requirements in more detail in "New California Law Requires Representation of Women on Public Company Boards" (October 2018) and "California's Proposed AB 979 Requires Public Company Boards to Include Racial and Ethnic Diversity" (July 2020).

22 There are two lawsuits challenging SB 826. In August 2019 Judicial Watch, a conservative activist group, filed a lawsuit against the California Secretary of State on behalf of three California taxpayers, challenging the constitutionality of SB 826 under the Equal Protection Clause. The group claims the bill discriminates on the basis of gender, and therefore must pass "strict scrutiny" review by the court, which requires showing that the law is narrowly tailored to serve a compelling government interest, which, Judicial Watch argues, California has not done. In November 2019, Pacific Legal Foundation filed a second Equal Protection challenge on behalf of a stockholder of a company headquartered in California. In October 2020, Judicial Watch challenged the constitutionality of AB 979. See "California Board Diversity Requirements Face Legal Challenge," *Roll Call* (October 14, 2021) and "California's Board Gender Quota Faces Conservative Showdown," *Bloomberg* (September 28, 2021).

23 Public companies approached the search for women board candidates with more urgency following the passage of California's board diversity statute; see, for example: "California's Diversity Law Shows Quotas Work," *Bloomberg* (February 29, 2020), and "Women on Boards—The U.S. Corporate Journey Towards Gender Diversity," by Pay Governance (November 2021).

Board Diversity

Continued



proxy season would meet the 2021 standard applicable to them (based on the number of directors), broken down by subgroup, is:

	Top 15	Top 50	Mid 50	Btm 50
Meet 2021 Standard	93%	74%	60%	42%
Pctg. change from 2020	Up from 80%	Up from 62%	Up from 42%	Up from 24%

Our data[24] shows a significant increase in the number of companies that would meet the 2021 standard applicable to them in each subgroup. We believe that accelerated activity continued in this area for the remainder of 2021, particularly among smaller companies.

Race, Ethnicity and LGBT

Building on SB 826, California became the first state to require directors from underrepresented communities on corporate boards. AB 979, which Governor Gavin Newsom signed into law in September 2020, requires inclusion of at least one director who "self-identifies as Black, African American, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaska Native, or who self-identifies as gay, lesbian, bisexual, or transgender" by the end of 2021, with increased inclusion by the end of 2022 (see table on this page summarizing the combined requirements of AB 979 and SB 826 by the end of 2022). As with SB 826, not meeting the requirements of AB 979 carries fines in the six figures for each violation, and may negatively impact a company's brand and reputation. Despite legal challenges to the statute, we expect California-based public companies to comply.

Nationally, approximately 59% of S&P 500 companies disclose racial/ethnic board data in addition to gender. Within those companies, 76.4% self-identify as white, 13.3% as African American, 5.3% as Latinx or Hispanic and 4.1% as Asian, Hawaiian or Pacific Islander. However, the percentage of African American and Latinx or Hispanic directors lags in the smaller companies represented by the Russell 3000 and the S&P Mid-Cap 400 indexes.[25] Undoubtedly due to efforts such as AB 979 and Nasdaq's board diversity rules, the number of newly appointed Black directors at S&P 500 companies increased to 32% during 2021 from just 11% during the prior year.[26] Despite recent increases, progress in racial/ethnic board diversity has not matched the progress seen in gender diversity.

Combined Requirements of California Board Diversity Legislation				
Board Size:	**4 or fewer**	**5**	**6 – 8**	**9 or more**
Women	1	2	3	3
Underrepresented Community	1	2	2	3

24 See footnote 23. See also "Newest Class of Corporate Directors Is the Most Diverse Yet, but Gains Are Uneven," *The Wall Street Journal* (October 19, 2021), and "How Boardroom Diversity has Evolved in the #MeToo Era," *Bloomberg* (October 18, 2021).

25 See "Corporate Board Practices in the Russell 3000, S&P 500, and S&P MidCap 400: 2021 Edition," by The Conference Board (October 2021).

26 See "Number of Black Director Appointments Grows Exponentially at Large U.S. Companies," by ISS Corporate Solutions Inc. (May 2021).

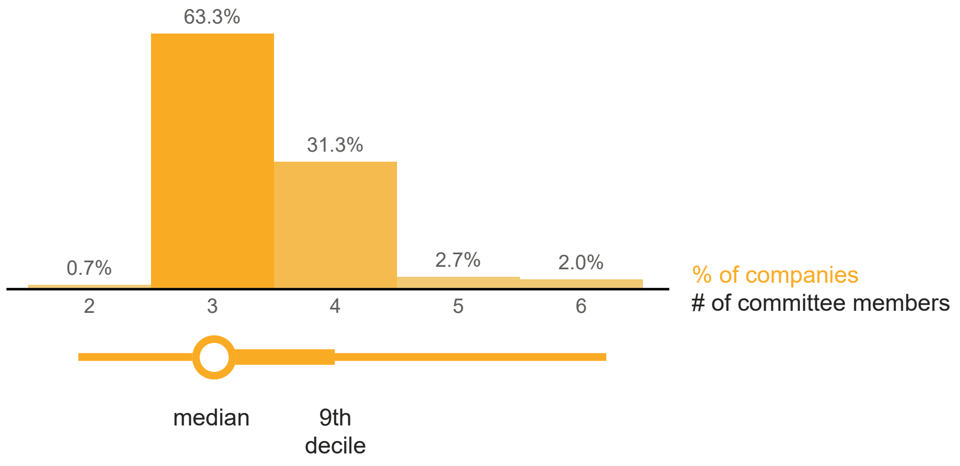
Audit Committee Size

Audit committees tend to be smaller among the technology and life sciences companies in the SV 150 (average = 3.4 directors) than among S&P 100 companies (average = 4.6 directors).

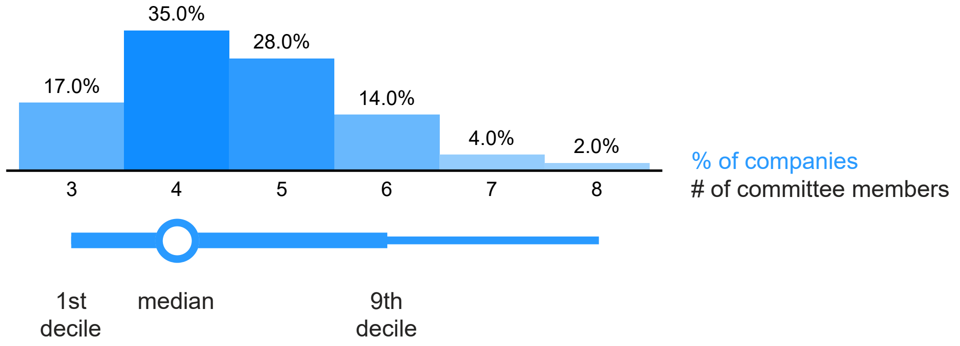
The graphs on this page show the distribution by number of audit committee members among the companies in each group during the 2021 proxy season, as well as the trend over the period from the 2004 through 2021 proxy seasons (showing both the median number and the cutoffs for the deciles with the most and fewest directors).

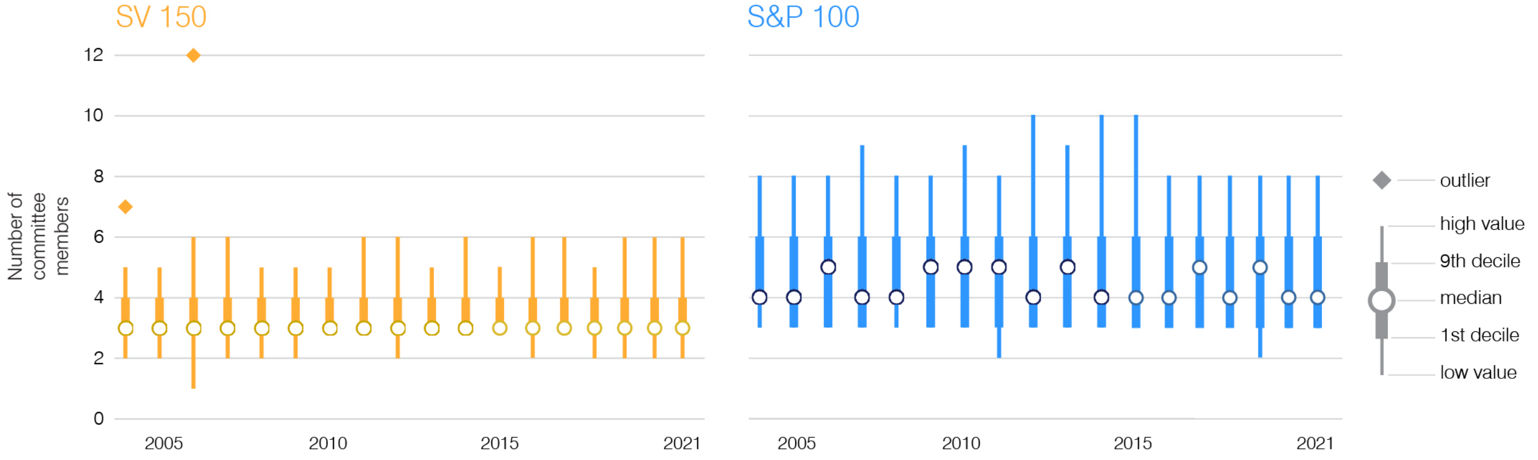
AUDIT COMMITTEE SIZE — DISTRIBUTIONS AND TRENDS OVER TIME

SV 150
2021



S&P 100
2021



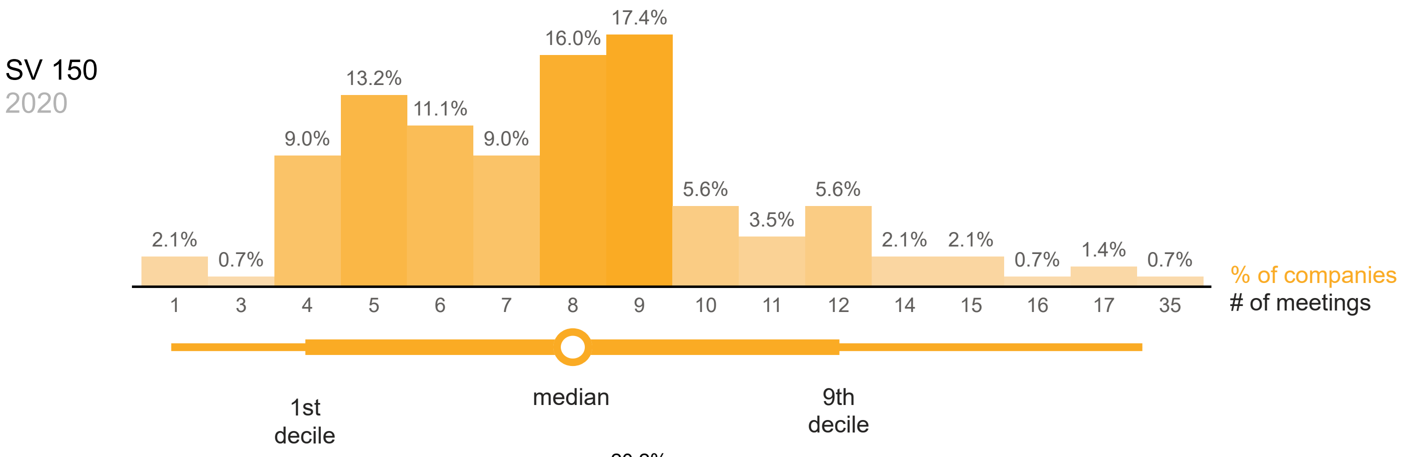


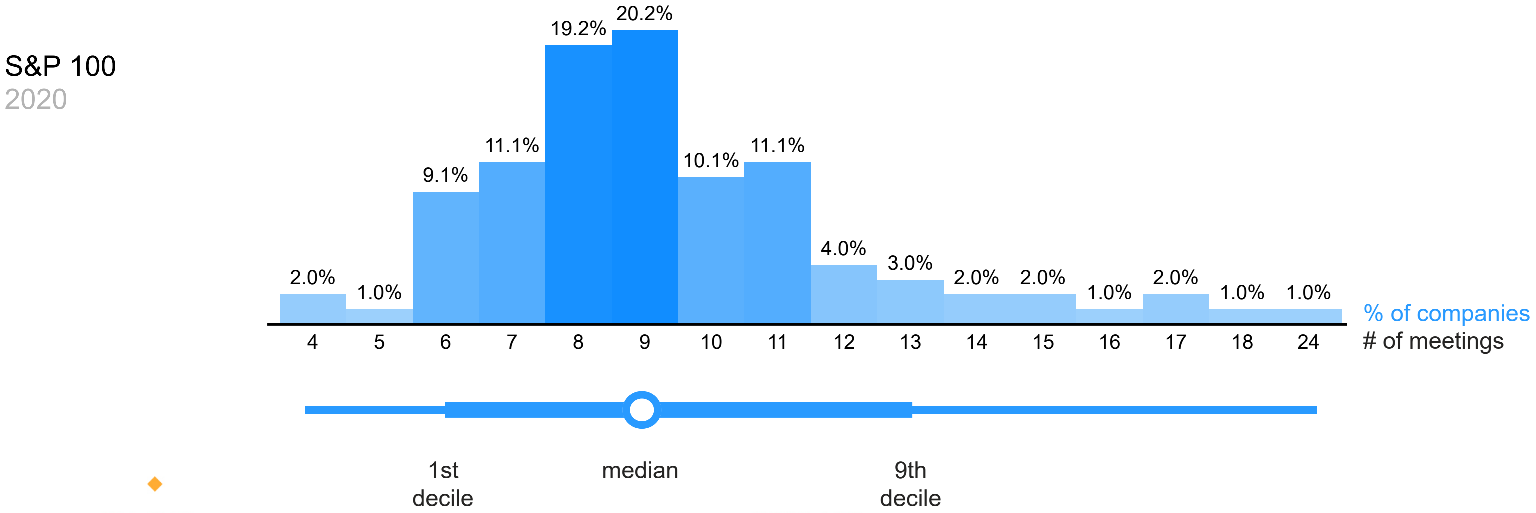
Audit Committee Meeting Frequency

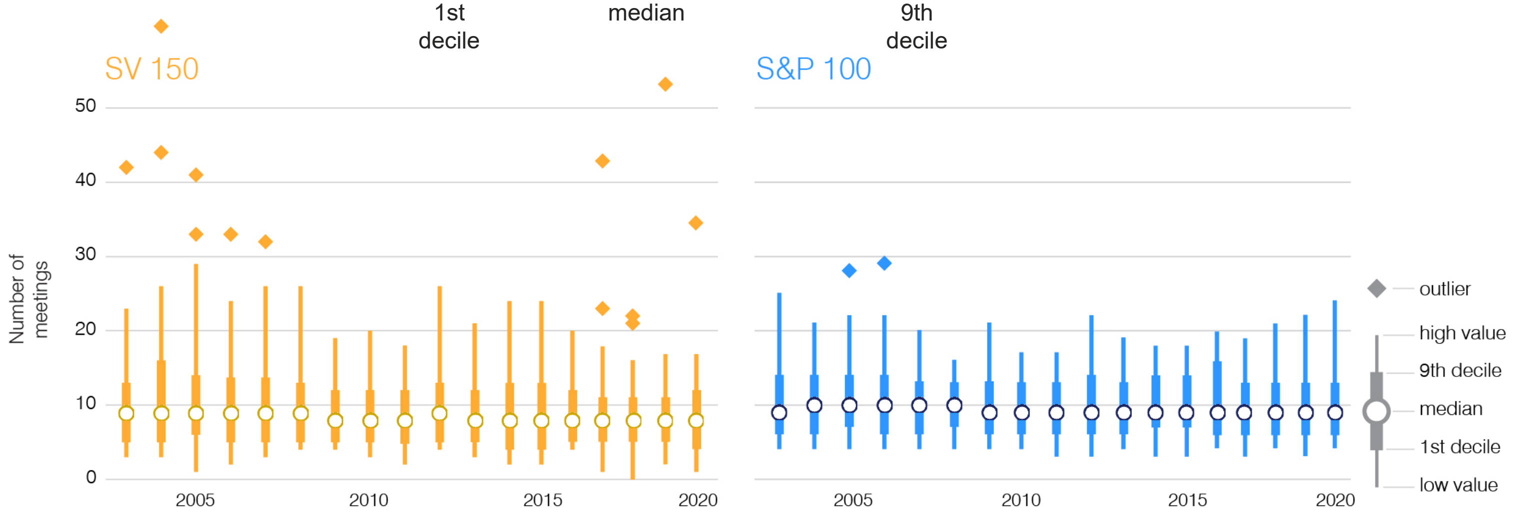
In both groups, after peaking in 2007, a trend largely driven by a surge of internal investigations (such as for stock option backdating issues), the number of audit committee meetings appears to have stabilized at levels similar to those found in the first year following the adoption of the Sarbanes-Oxley Act of 2002 (SV 150 average = 8.0 meetings; S&P 100 average = 9.4 meetings).

The graphs on this page show the distribution by number of audit committee meetings among the members of each group in fiscal 2020 as reported during the 2021 proxy season, as well as the trend over the period from fiscal 2003 through 2020 (showing both the median number and the cutoffs for the deciles with the most and fewest meetings), as reported in the 2004 through 2021 proxy seasons.

NUMBER OF AUDIT COMMITTEE MEETINGS — DISTRIBUTIONS AND TRENDS OVER TIME







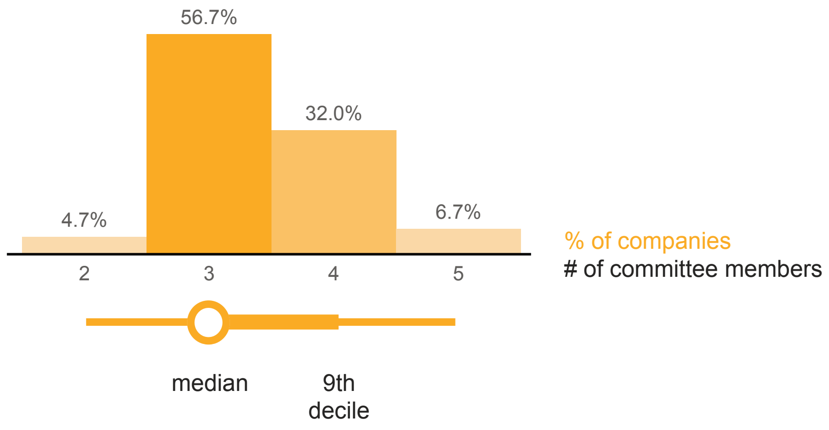
Compensation Committee Size

Compensation committees tend to be larger among S&P 100 companies (average = 4.5 directors) than among the technology and life sciences companies in the SV 150 (average = 3.4 directors).

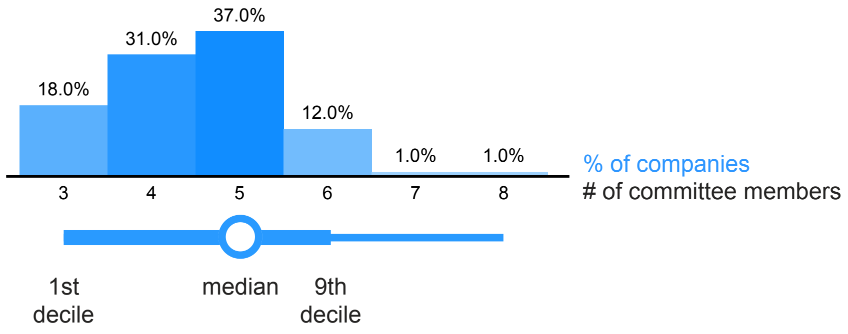
The graphs on this page show the distribution by number of compensation committee members among companies in each group during the 2021 proxy season, as well as the trend over the period from the 2004 through 2021 proxy seasons (showing both the median number and the cutoffs for the deciles with the most and fewest directors).

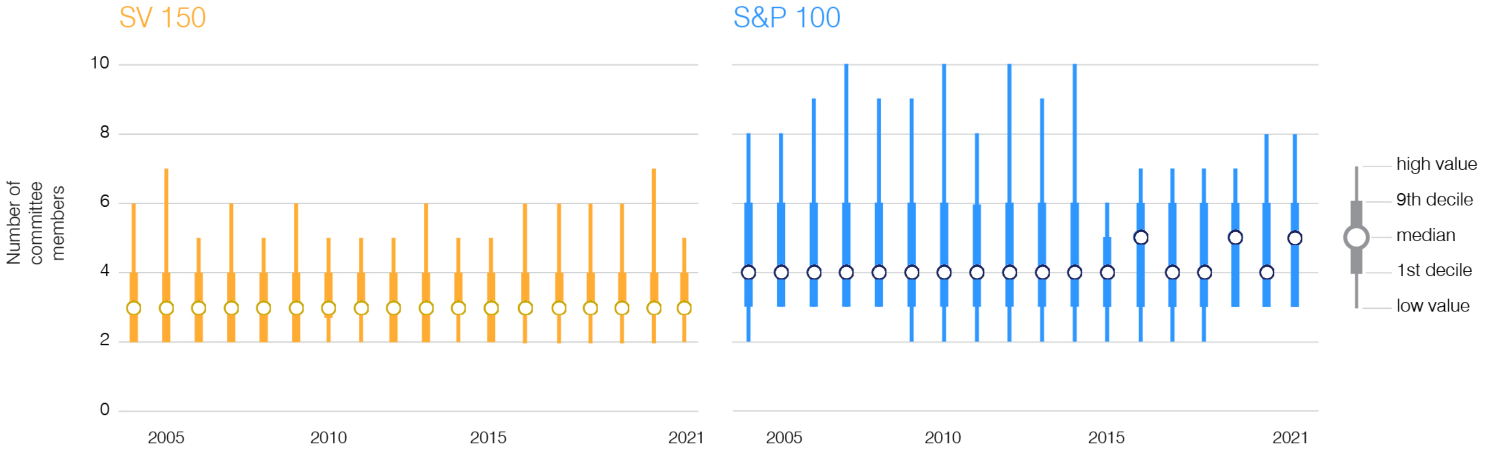
COMPENSATION COMMITTEE SIZE — DISTRIBUTIONS AND TRENDS OVER TIME

SV 150
2021



S&P 100
2021



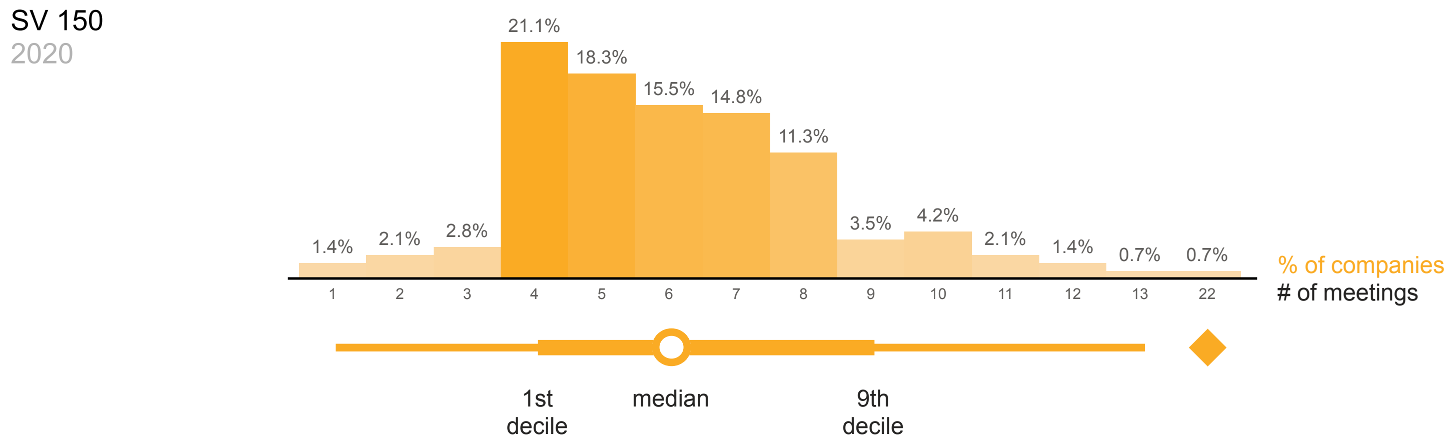


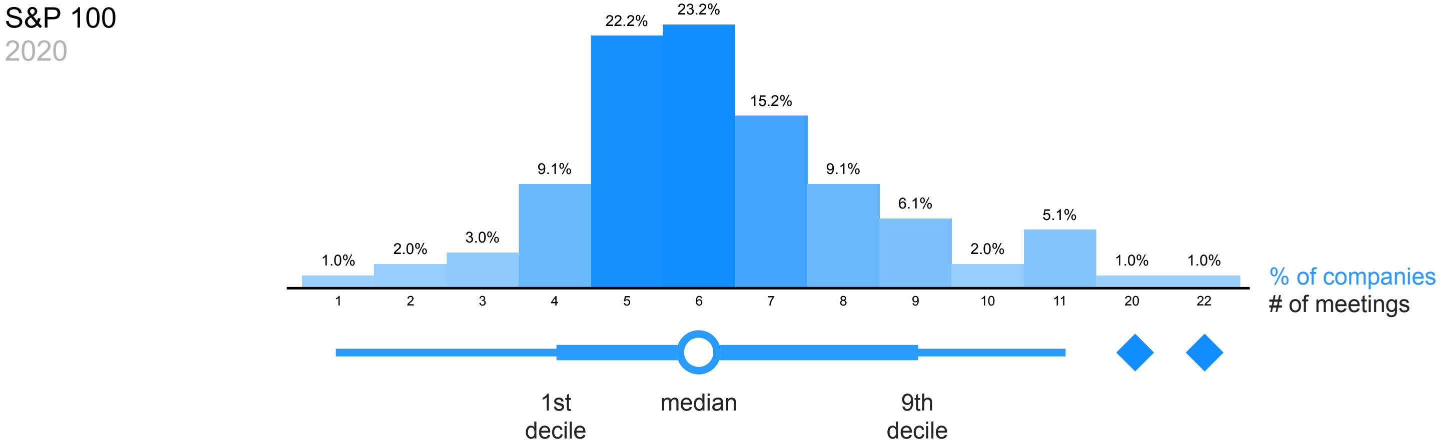
Compensation Committee Meeting Frequency

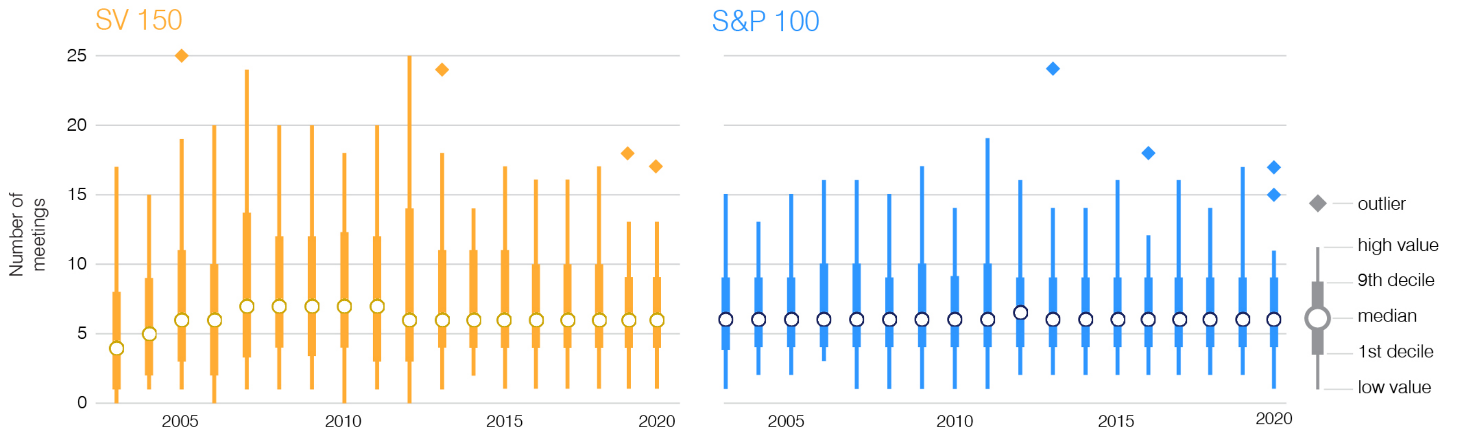
In both groups, the increased workload and attention for compensation committees has not led to increased meeting frequency in recent years (S&P 100 average = 6.5 meetings; SV 150 average = 6.2 meetings).

The graphs on this page show the distribution by number of compensation committee meetings among the members of each group in fiscal 2020 as reported during the 2021 proxy season, as well as the trend over the period from fiscal 2003 through 2020 (showing both the median number and the cutoffs for the deciles with the most and fewest meetings), as reported in the 2004 through 2021 proxy seasons.

NUMBER OF COMPENSATION COMMITTEE MEETINGS — DISTRIBUTIONS AND TRENDS OVER TIME





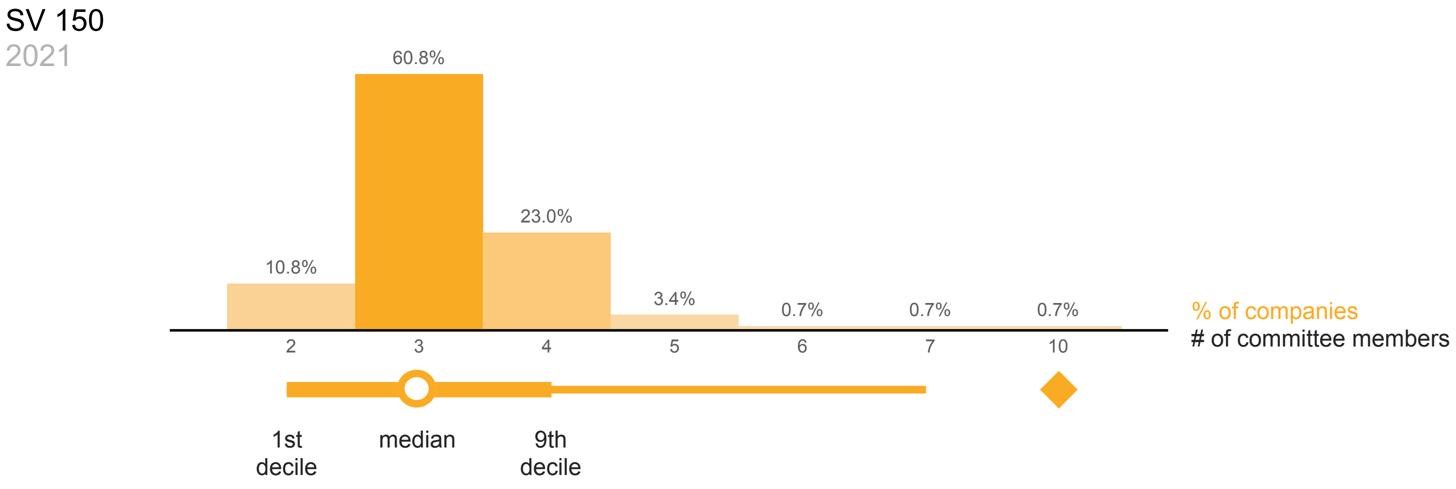


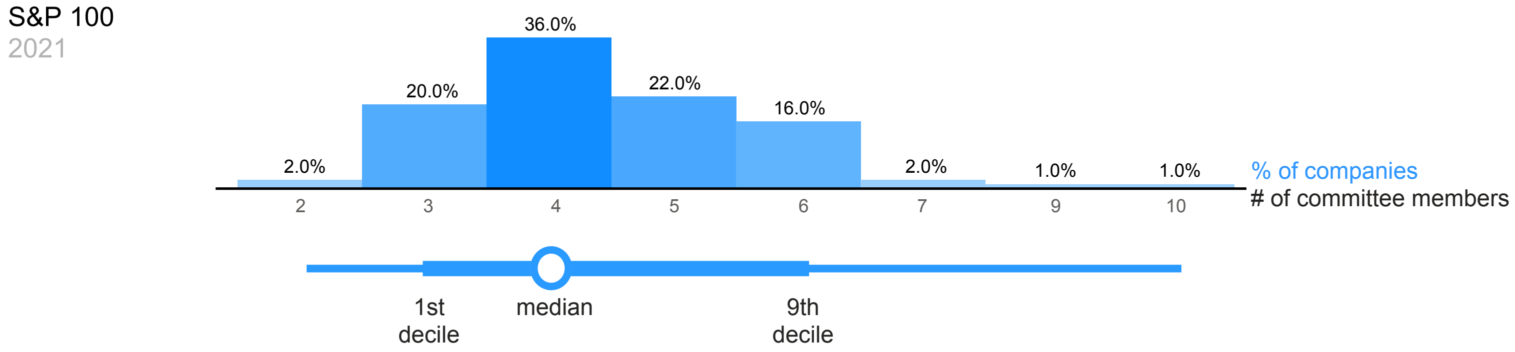
Nominating Committee Size

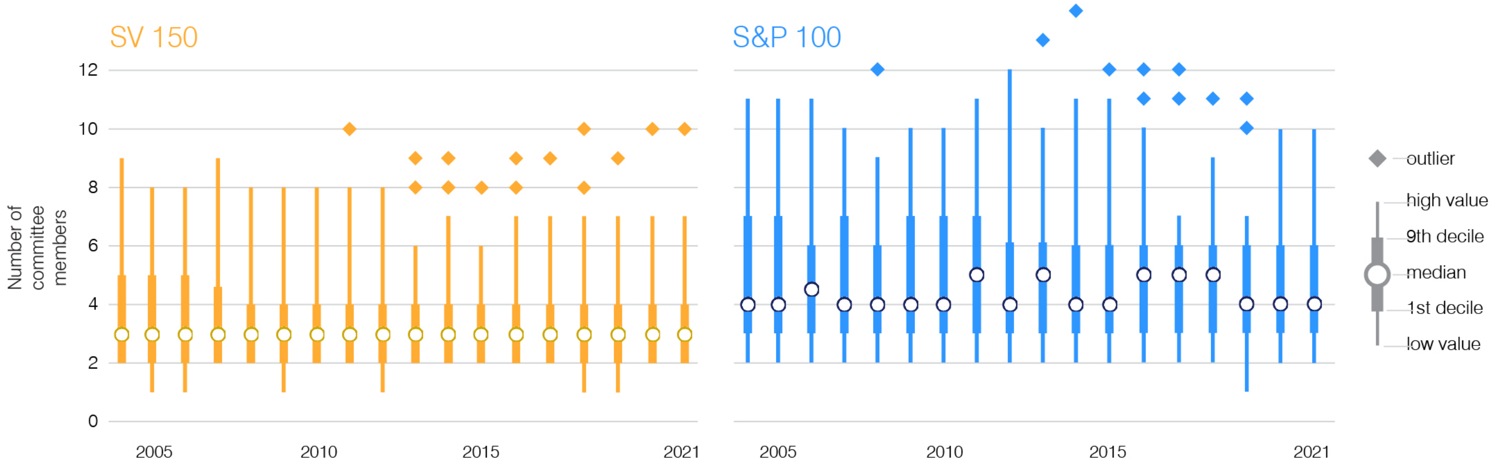
Nominating committees tend to be smaller among the technology and life sciences companies in the SV 150 (average = 3.3 directors) than among S&P 100 companies (average = 4.5 directors).

The graphs on this page show the distribution by number of nominating committee members among the companies in each group during the 2021 proxy season, as well as the trend over the period from the 2004 through 2021 proxy seasons (showing both the median number and the cutoffs for the deciles with the most and fewest directors).

NOMINATING COMMITTEE SIZE — DISTRIBUTIONS AND TRENDS OVER TIME





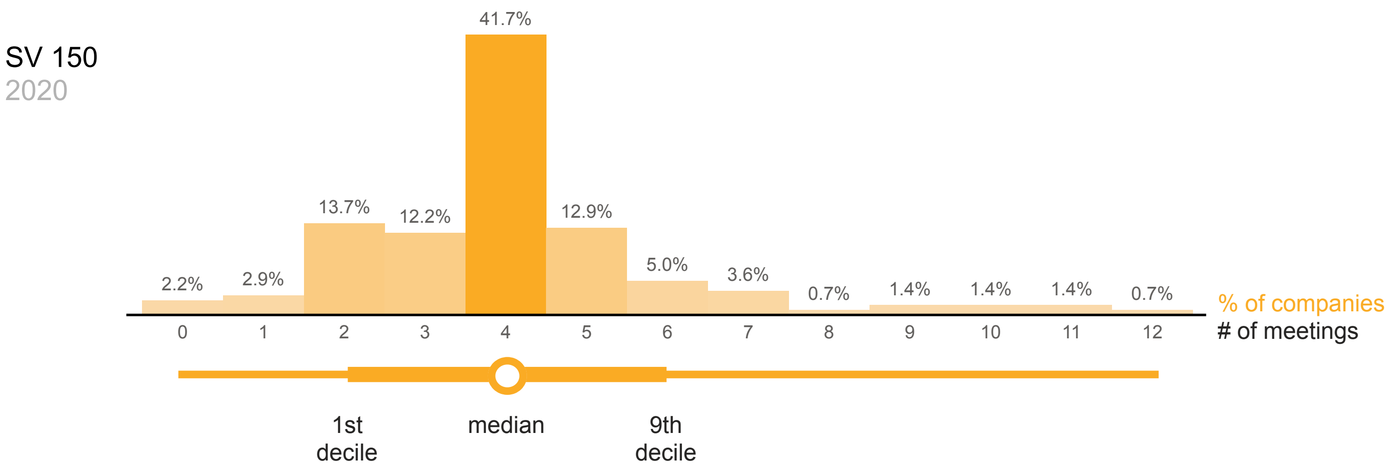


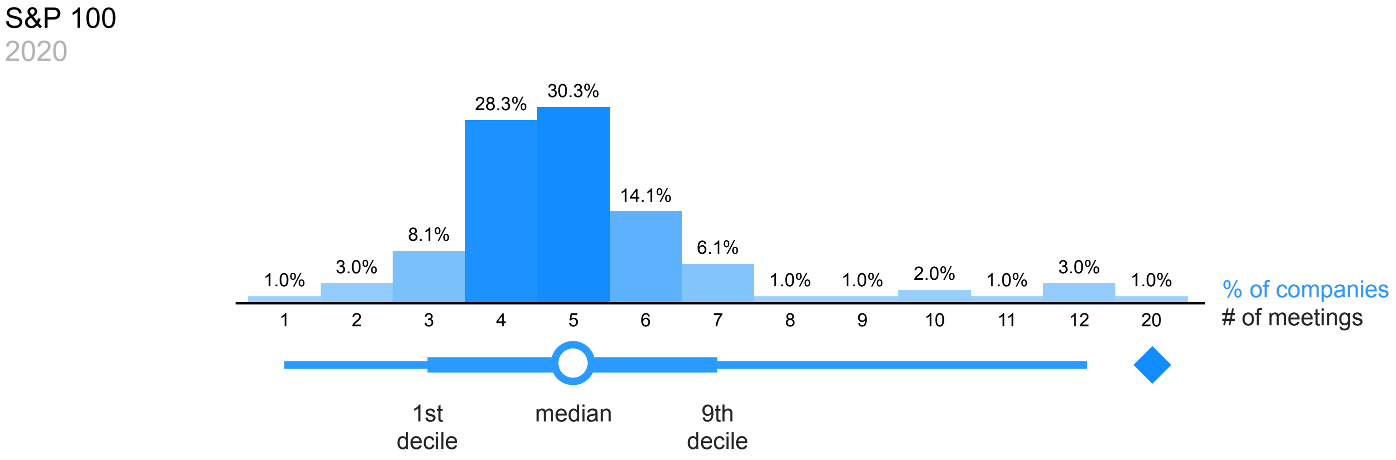
Nominating Committee Meeting Frequency

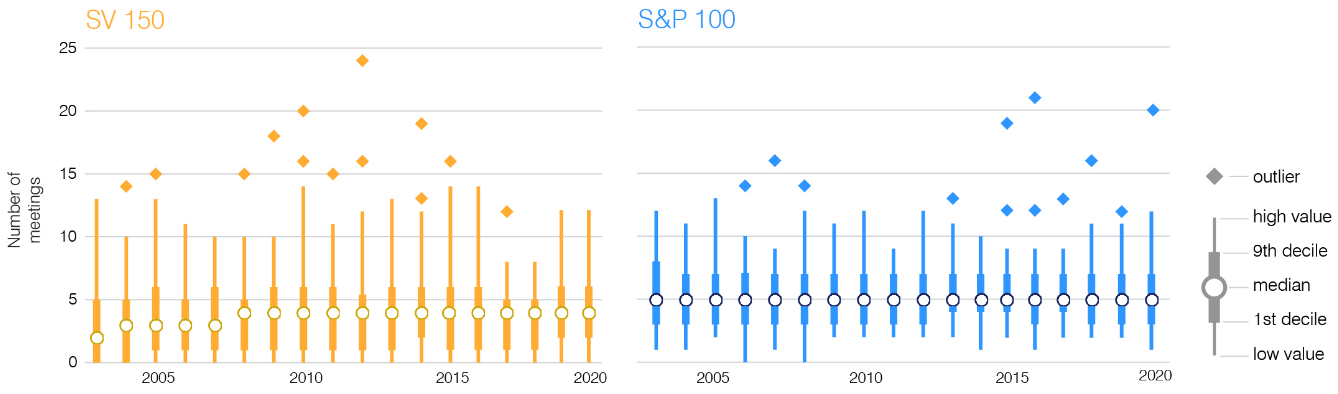
In both groups, nominating committees generally hold meetings more frequently over time, though the trend is somewhat more pronounced among the SV 150 companies (SV 150 average = 4.1 meetings; S&P 100 average = 5.3 meetings).

The graphs on this page show the distribution by number of nominating committee meetings among the members of each group in fiscal 2020 as reported during the 2021 proxy season, as well as the trend over the period from fiscal 2003 through 2020 (showing both the median number and the cutoffs for the deciles with the most and fewest meetings), as reported in the 2004 through 2021 proxy seasons.

NUMBER OF NOMINATING COMMITTEE MEETINGS — DISTRIBUTIONS AND TRENDS OVER TIME







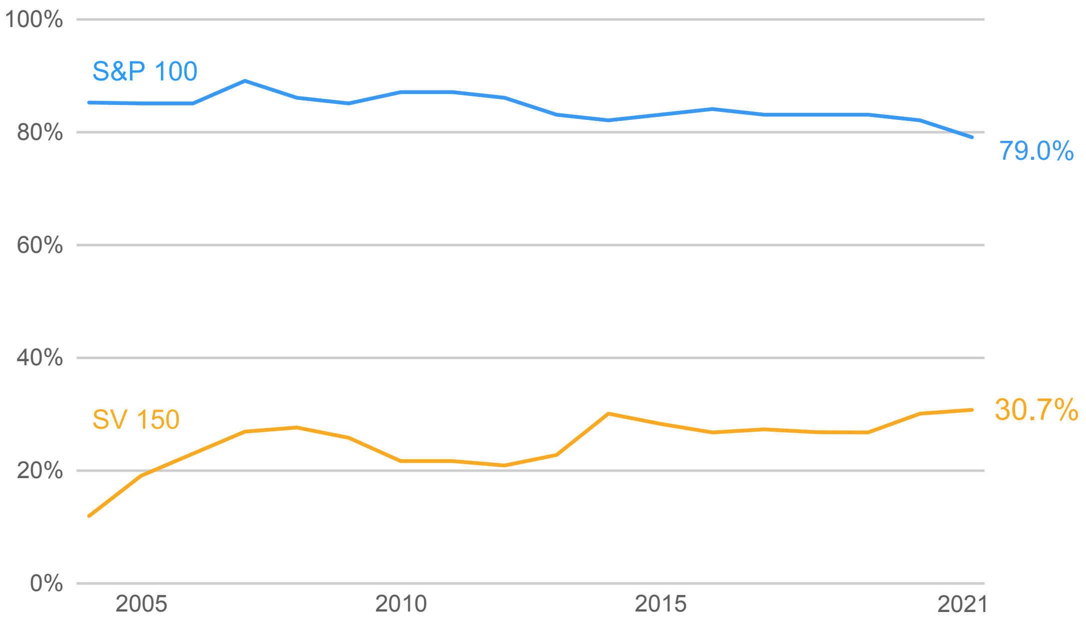
Other Standing Committees

The graphs on this page show, over the period from the 2004 through 2021 proxy seasons, the percentage of all companies in each group with at least one standing committee other than the three primary committees, as well as the same information for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies.

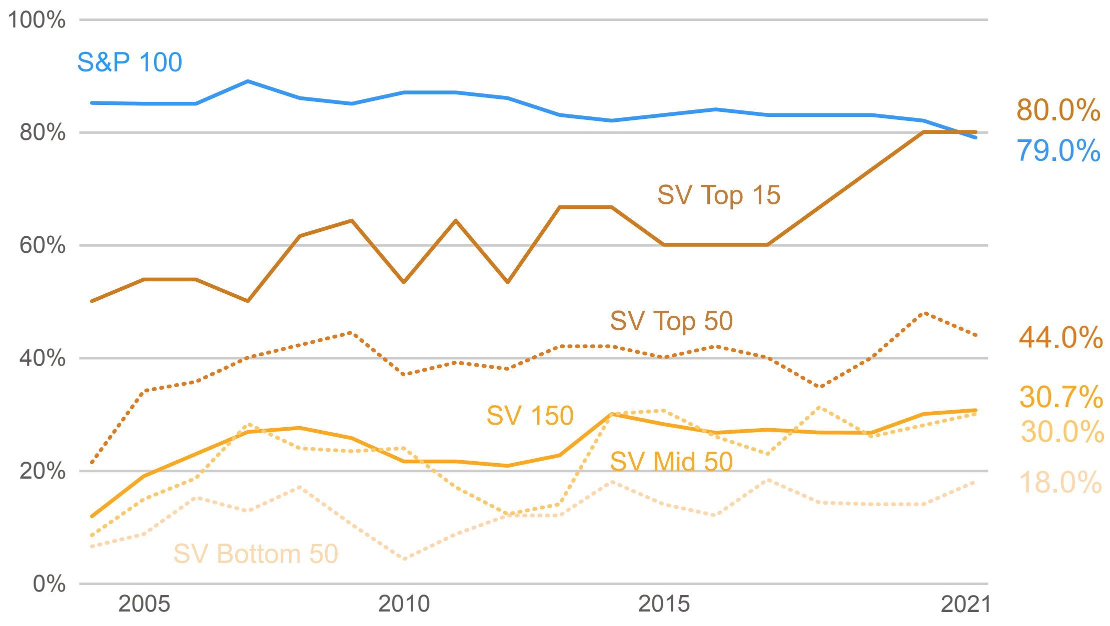
Standing committees other than the three primary board committees are quite common among S&P 100 companies (79%) and relatively uncommon among the technology and life sciences companies in the SV 150 (30.7%). These committees can serve a wide variety of purposes. For S&P 100 companies with other standing committees, the most common were finance (42%), executive (28%), technology (24%), risk management (20%), public policy (17%) and ESG/sustainability (15%). In the SV 150, the most common standing committees were some amalgam of strategy/M&A (26%), executive (15%), risk (15%), finance (13%), technology (11%) and cybersecurity (9%). Our data show that, within the SV 150, the rate of formation of other standing committees tracks to a degree with the size of a company (measured by revenue), with an approximately 80% rate among the top 15 (nearly the same as the S&P 100) and approximately 30% and 18% rates among the middle 50 and bottom 50 in the 2021 proxy season, respectively. This may explain the absence of a separate committee devoted to ESG or sustainability in the SV 150 despite its importance to investors. However, there are clearly other factors contributing to the relative infrequency of other standing committees in Silicon Valley, such as board size and industries with differing business needs and regulatory environments.

OTHER COMMITTEES — TRENDS OVER TIME

S&P 100 vs. SV 150



SV 150 Breakdown

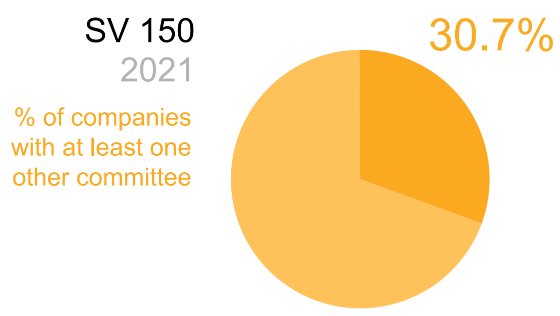


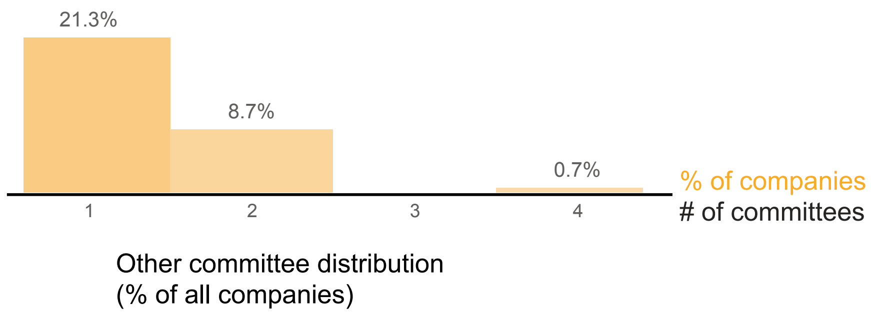
Other Standing Committees

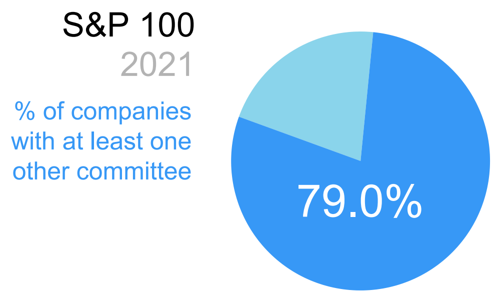
Continued

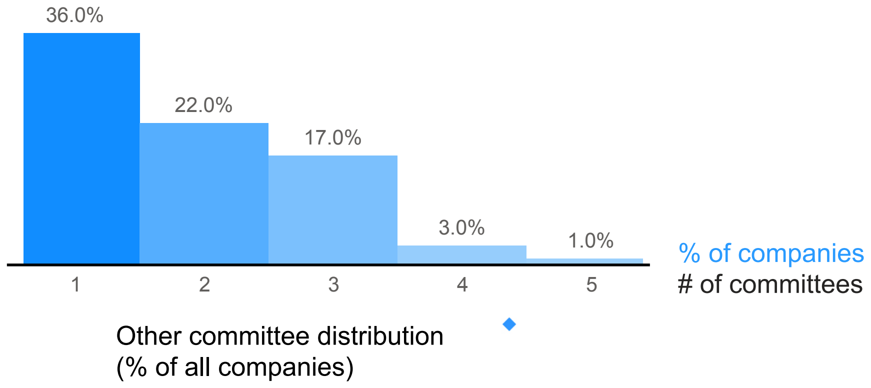
The graphs on this page show the distribution by number of standing committees other than the three primary board committees (for those that have any such other committees) among the members of each group as reported during the 2021 proxy season, as well as the trend over the period from the 2004 through 2021 proxy seasons (showing both the median number and the cutoff for the decile with the most such committees).

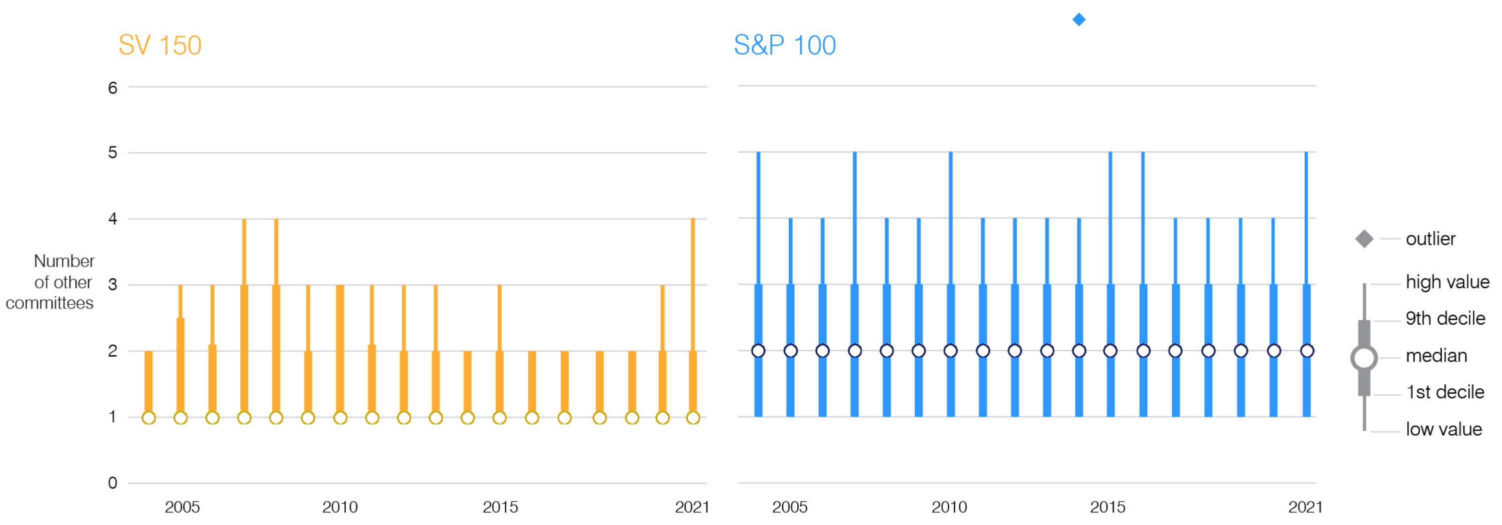
OTHER COMMITTEES — DISTRIBUTIONS AND TRENDS OVER TIME











Majority Voting

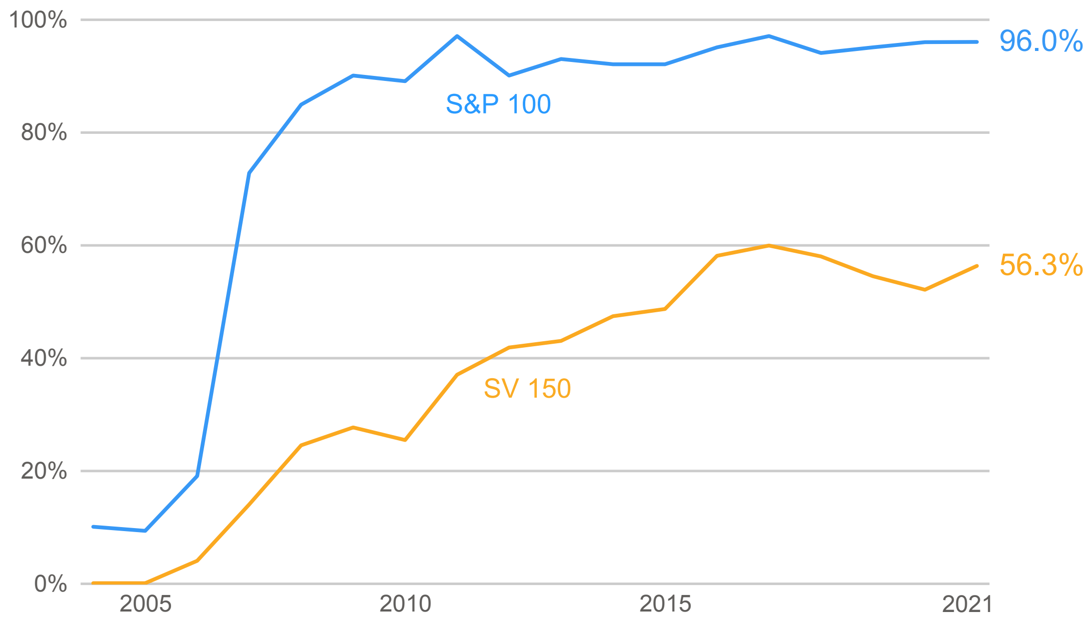
The graphs on this page show, over the period from the 2004 through 2021 proxy seasons, the percentage of all companies in each group with some form of majority voting, as well as the same information for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies.

The rate of implementation of some form of majority voting has risen substantially over the period of this survey. The increase has been particularly dramatic among the S&P 100 companies, rising from 10% to 96% between the 2004 and 2021 proxy seasons. Among the technology and life sciences companies in the SV 150, the rate has risen from 0% as recently as the 2005 proxy season to 56.3% in the 2021 proxy season (increasing about 34% from the 2010 proxy season). Our data show that, within the SV 150, the rate of adoption fairly closely tracks with company size (measured by revenue), with an approximately 78.6% rate among the top 15 (more similar to the S&P 100) and an approximately 34% rate among the bottom 50 in the 2021 proxy season.

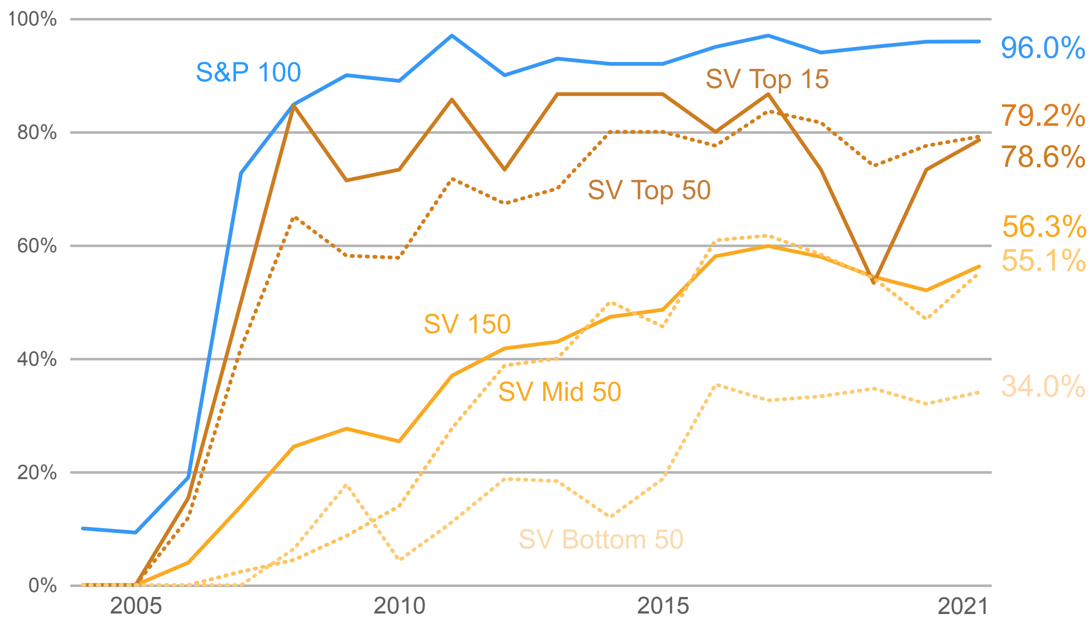
Of those with some form of majority voting, 75.3% of the SV 150 (and 89.5% of the S&P 100) had the "traditional" (rejectable resignation) style majority voting, 13.6% had "plurality plus" (compared to 2.1% of the S&P 100) and 2.5% had "consequential" (compared to 2.1% in the S&P 100) — with 8.6% of SV 150 companies (and 6.3% of the S&P 100) disclosing insufficient information in their proxy statements to determine the type of majority voting.[27]

MAJORITY VOTING — TRENDS OVER TIME

S&P 100 vs. SV 150



SV 150 Breakdown



27 See "Methodology — Majority Voting" section below for a discussion of the types of majority voting provisions and how they are counted for this survey.

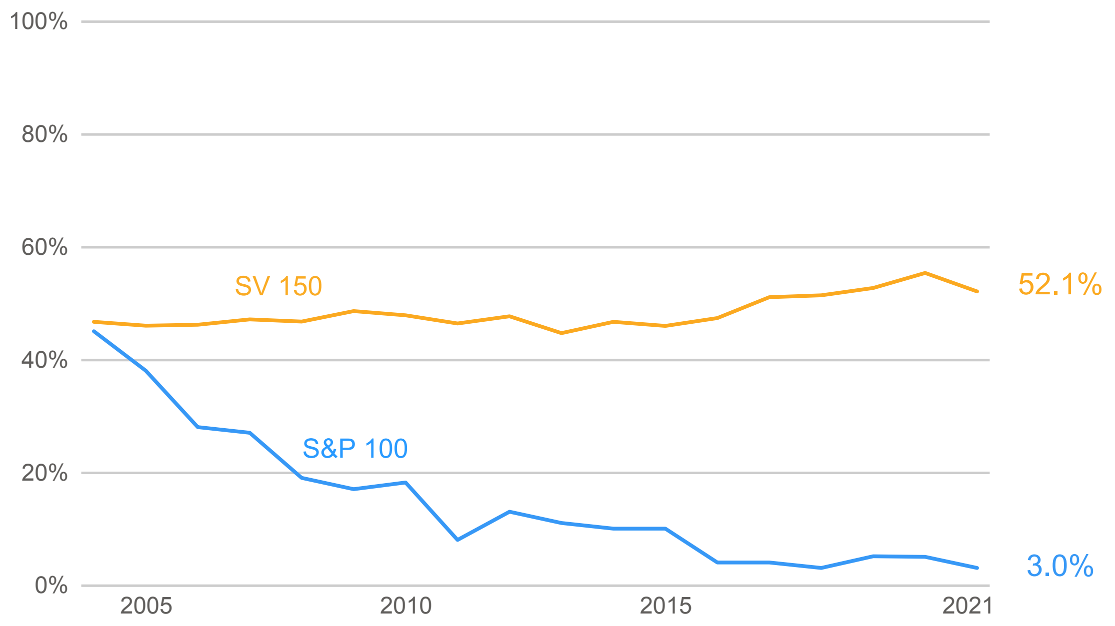
Classified Board

The graphs on this page show, over the period from the 2004 through 2021 proxy seasons, the percentage of all companies in each group with a classified board, as well as the same information for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies.

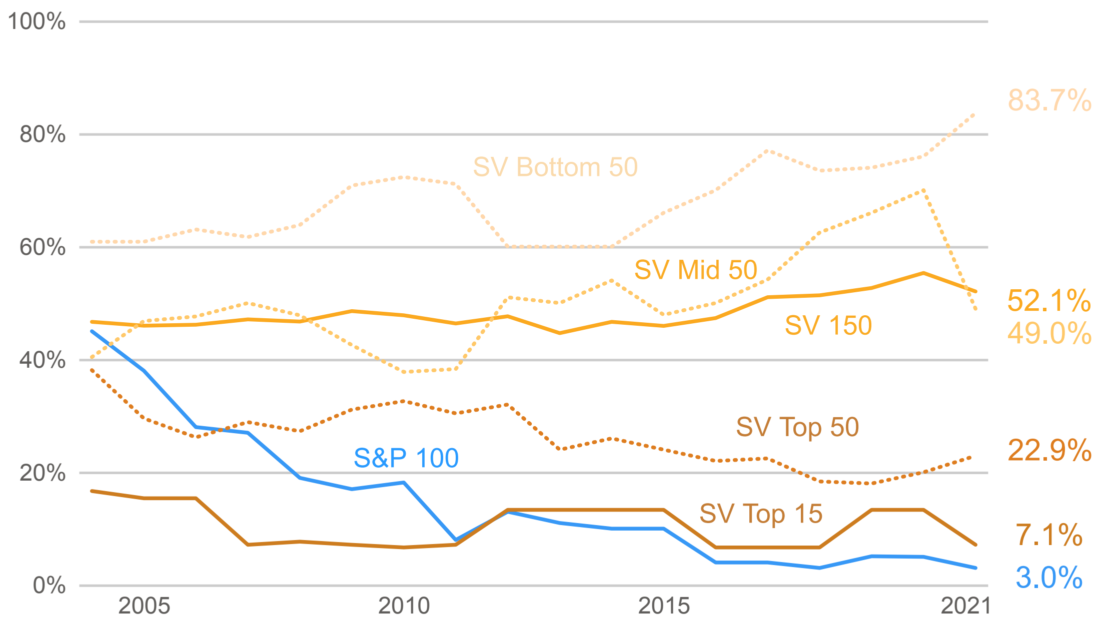
Classified boards are now significantly more common among the technology and life sciences companies in the SV 150 than among the S&P 100 companies, though that has not always been the case. This graph illustrates that declassifying boards has been a trend among the largest public companies, but not among Silicon Valley companies. At the beginning of the survey period, both groups had similar rates of classified boards. But, while the frequency among the S&P 100 declined dramatically during the period of the survey, the rate has held fairly steady among the technology and life sciences companies in the SV 150. Our data show that, within the SV 150, the rate among the top 15 companies has fluctuated in recent years, dropping to 7.1% in the 2021 proxy season. Meanwhile, the rate among the bottom 50 companies had actually increased to 75.5% in the 2017 proxy season and is now at 83.7% in the 2021 proxy season. To a major extent, this reflects the reality that one of the principal reasons for classification, as a takeover defense, is less compelling for some larger companies due to the sheer size of the companies and relative dispersion of their stockholdings. The changes in recent years within the SV 150 largely reflect changes in the constituent companies of the subdivisions of the SV 150.

CLASSIFIED BOARD — TRENDS OVER TIME

S&P 100 vs. SV 150



SV 150 Breakdown



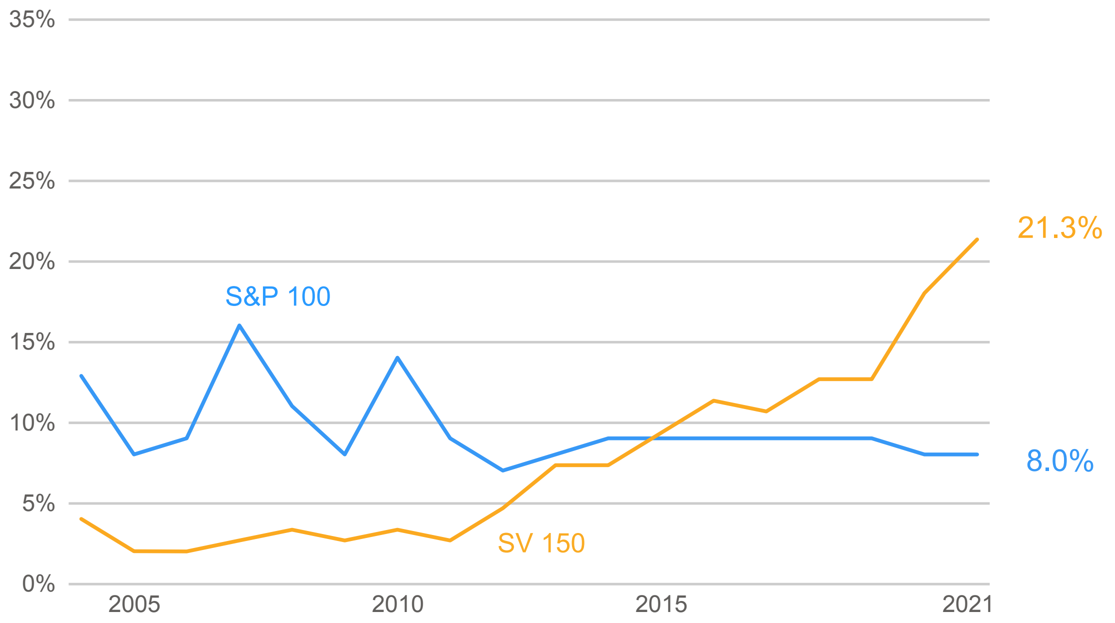
Dual-Class Voting Stock Structure

The graphs on this page show, over the period from the 2004 through 2021 proxy seasons, the percentage of all companies in each group with a dual-class voting stock structure, as well as the same information for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies.

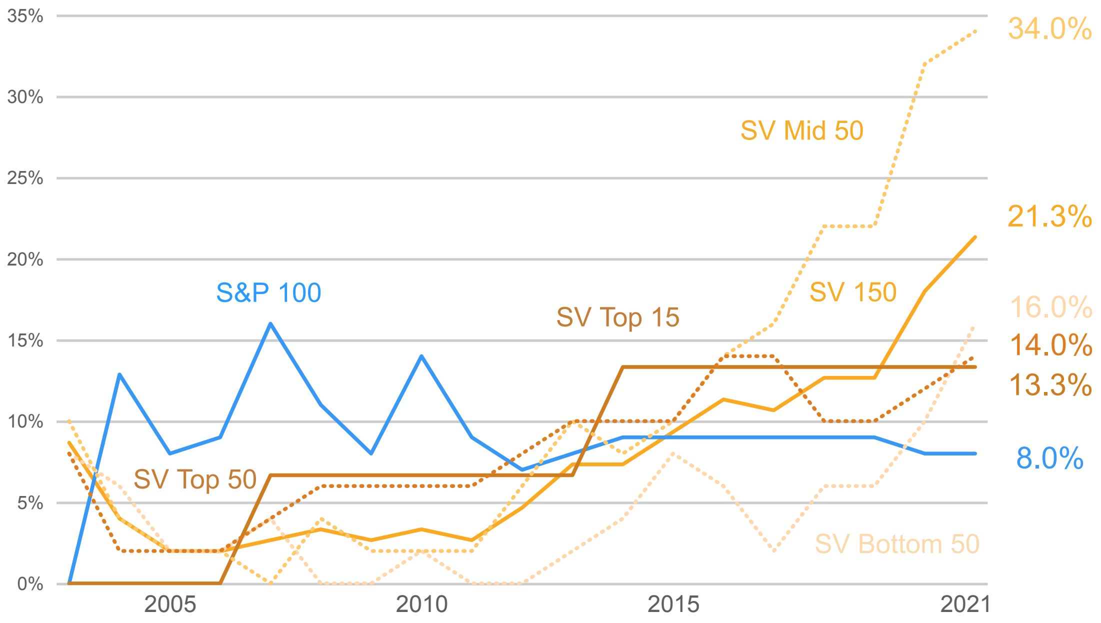
Adoption of dual-class voting stock structures has continued its now decadelong upward trend among Silicon Valley technology companies (though it is still a small percentage of companies). Historically, dual-class voting stock structures have been significantly more common among S&P 100 companies than among the technology and life sciences companies in the SV 150, though the frequency in the SV 150 has surpassed that in the S&P 100 in recent years. However, in both groups dual-class voting remains a small minority. Other than the recent overall trend in the SV 150, the variation in the percentage of each group over time is primarily a function of changes in the constituents of each group. Within the SV 150, our data suggests that there has been an increase in dual-class voting structures, with middle 50 companies seeing the most significant increases in recent years. That has been a function of companies such as Alphabet (Google), Facebook, Square, Airbnb, DoorDash, Lyft, Twilio and Zoom Video joining the SV 150 with dual-class structures. Since 2018, a majority (57%) of the technology companies that went public had a dual-class voting stock structure in place. Many executives and investors in technology companies believe that the trend of dual-class technology companies seeking to become public will continue in the future.[28] Accordingly, one can anticipate that as some of these companies enter the SV 150 there will be a corresponding increase in the number of SV 150 companies with dual-class voting stock in the next several years. Of the 32 SV 150 companies with dual-class voting stock structures in 2021, 22 had a 10:1 voting power, five had 20:1 voting power and two had some other voting power formulation. Approximately 63% of SV 150 companies with a dual-class structure also had a classified board.

DUAL-CLASS STRUCTURE — TRENDS OVER TIME

S&P 100 vs. SV 150



SV 150 Breakdown



28 See Fenwick's report "IPO Landscape: Surging SPACs and a Pandemic Boom Ahead" (February 2021).

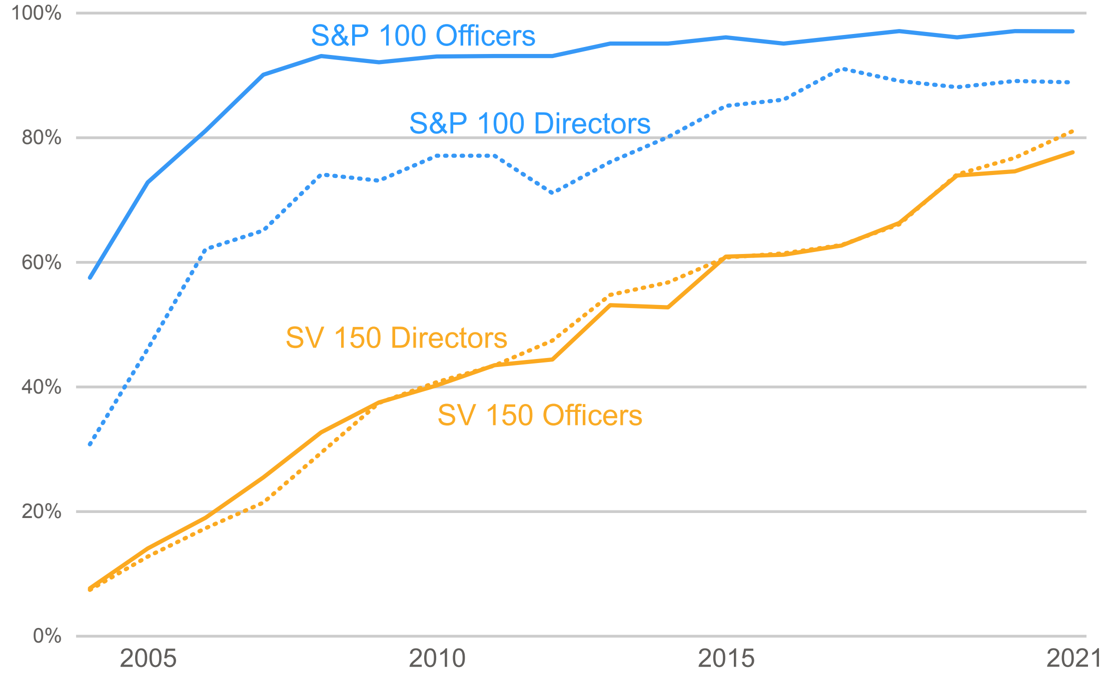
Stock Ownership Guidelines

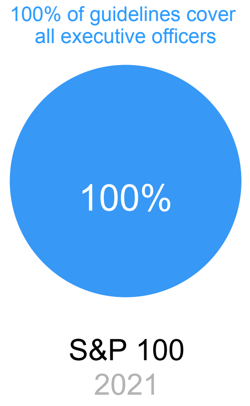
Alignment of executive officer and director economic interests with those of stockholders in the form of requirements that executive officers and directors hold specified amounts of a company's stock has been on the rise during the period of the survey. Generally, the prevalence of stock ownership guidelines has increased over time in both groups, but with the SV 150 in 2015 initially surpassing the level of the S&P 100 at the start of the period covered by the survey. Further, our data shows that, within the SV 150, the rate among the top 15 and top 50 companies has risen at a rate generally comparable to that of the S&P 100, while the rate among the bottom 50 companies has risen more slowly. Such policies are still implemented at only about three-quarters of the middle 50 and at about 70% of bottom 50 companies (increasing from none in the 2004 proxy season to 71.4% in the 2021 proxy season, with much of the growth occurring since 2017).

We believe these differences are primarily a function of entrepreneurial ownership and the general culture of equity compensation in Silicon Valley, where insiders typically own larger stakes in their companies (particularly so at newly public companies) and boards feel less need to establish guidelines to encourage alignment of interests (or for stockholder relations).[29]

The graph on this page shows the percentage of all companies in the S&P 100 and the SV 150 with stock ownership guidelines for executive officers over the survey period and the coverage of those guidelines for each group in the 2021 proxy season, as well as the percentage of each group with stock ownership guidelines for directors over the same period.

STOCK OWNERSHIP GUIDELINES — EXECUTIVE OFFICERS AND DIRECTORS





29 For example, our data shows that equity ownership of executive officers and directors among the bottom 50 companies in the SV 150 ranges over time from roughly five to 20 times that of executive officers and directors at S&P 100 companies (also depending on whether you are comparing averages or medians). See the data regarding the actual equity and voting ownership of executive officers and directors for each group on pages 5–8.

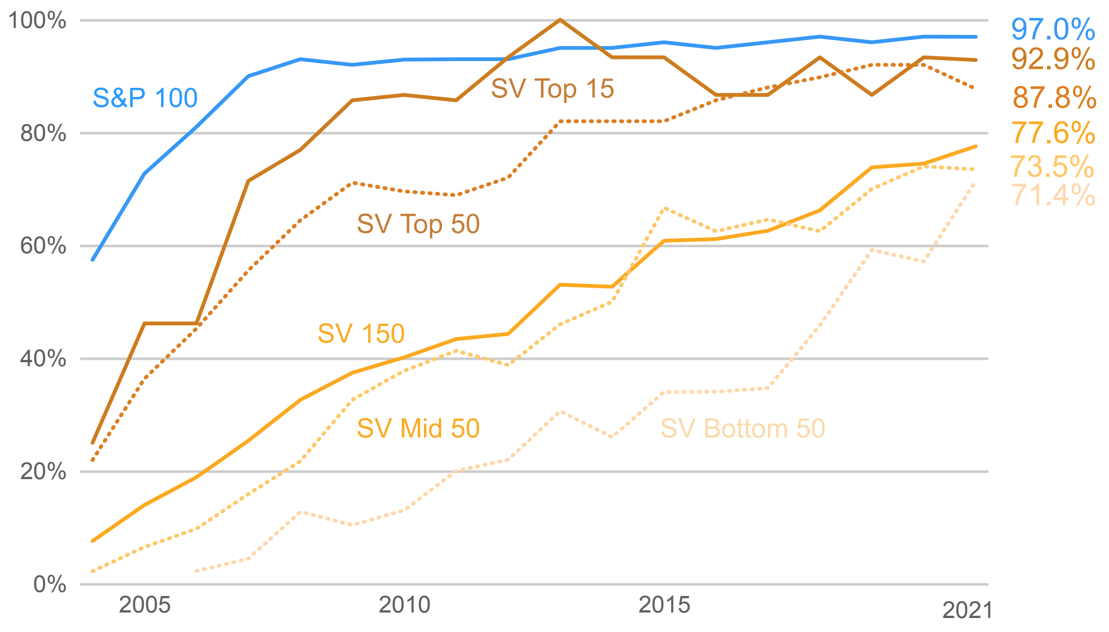
Stock Ownership Guidelines

Continued

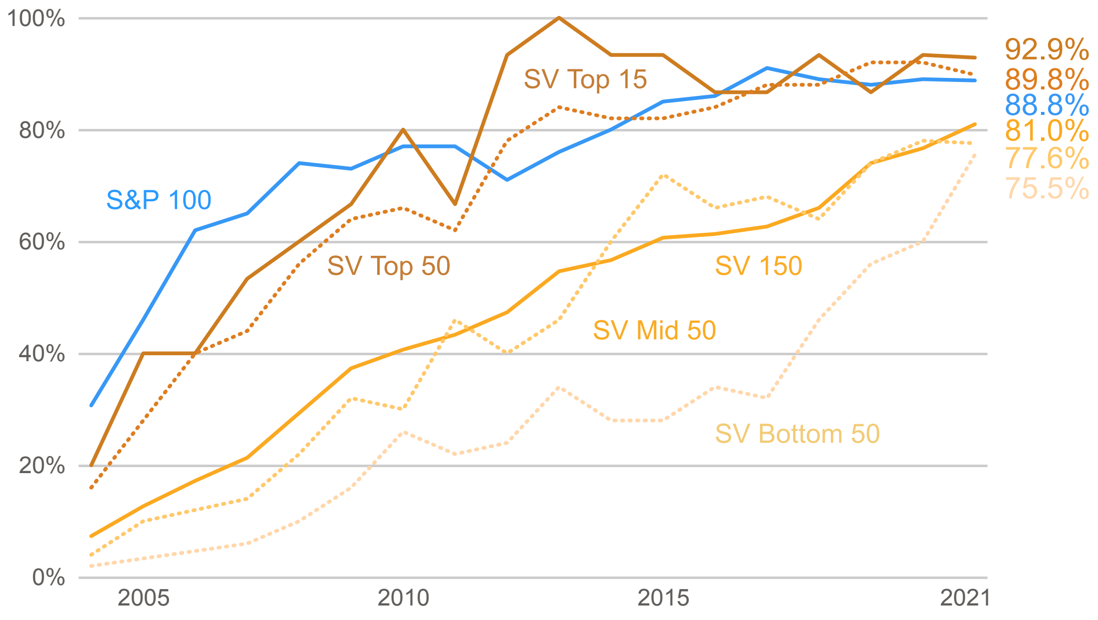
The graphs on this page show, over the period from the 2004 through 2021 proxy seasons, the percentage of all companies in the S&P 100 and the SV 150 with stock ownership guidelines for executive officers and directors, separately, and for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies.

STOCK OWNERSHIP GUIDELINES — EXECUTIVE OFFICERS AND DIRECTORS (SV 150 BREAKDOWN)

SV 150 Breakdown — Executive Officers



SV 150 Breakdown — Directors



Stock Ownership Guidelines

Continued

Minimum Holding Amount Requirements for Executives

Among the 114 SV 150 companies with stock ownership guidelines for executive officers, all but one disclosed the terms of their guidelines (either in their proxy statement or via reference to their website). Of those, eight companies specified the requirement based simply on a fixed number of shares or a fixed minimum value of shares that must be held, while 104 companies instead specified the requirement based on a multiple of base salary (and two that had no minimum holding amount and instead only had a holding period requirement).[30] Of the companies using a multiple, four companies specified 1–2x, 35 specified 3–4x, 30 specified 5x, 26 specified 6x, eight specified 7–10x and one company specified more than 10x of base salary for the CEO.[31] In addition, 85 companies specified a grace period of five years to reach the minimum, and 13 companies specified a grace period that ranged from two years to 50 months (while the remaining companies did not specify a grace period).[32] Twenty-one companies stated that they require a minimum retention level pending achievement of the identified target (either during the grace period or simply until the minimum retention level is met), of which one company required 85%, 14 companies required 50%, one company required 45%, four companies required 20–25% and one required 10% retention (generally as a percentage of "net shares" or a similar concept).[33] Of those with stock ownership guidelines, 54 companies specified which equity holdings are counted toward meeting the minimum, of which:

- 42 companies discussed time-based stock options, of which 10 excluded them, 26 included only vested options and six included both vested and unvested options — generally only the "in-the-money" value of such options was counted where such options were included (or the company was silent on the subject);[34]
- 39 companies discussed performance-based stock options, of which nine excluded them, 25 included only vested options and five included vested and unvested — generally only the "in-the-money" value of such options was counted where such options were included (or the company was silent on the subject);[35]
- 46 companies discussed time-based RSUs, of which three excluded them, 25 included only vested RSUs and 18 included both vested and unvested RSUs;[36]
- 42 companies discussed performance-based RSUs, of which five excluded them, 26 included only vested RSUs and 11 included both vested and unvested PSUs (RSUs with performance-based vesting);[37]
- 34 companies discussed restricted shares, of which four excluded them, 17 included only vested shares and 13 included both vested and unvested shares;[38]
- 14 companies expressly included shares in 401(k) plans;[39] and
- 13 companies expressly included shares subject to purchase via contributions to the company's employee stock purchase plan (ESPP).[40]

30 For one company the CEO is required to hold the net shares from any equity awards granted in 2017 or later for 36 months from the date of settlement or exercise, as applicable (or until separation of service, if earlier). For the other company, the CEO must retain 50% of net shares received for at least 36 months following the date on which the equity award is vested, settled or exercised.

31 Among the 13 companies in the top 15 of the SV 150 with stock ownership guidelines for executives, three companies specified the requirement based on a fixed number of shares or a fixed minimum value of shares that must be held, while 10 companies instead specified the requirement based on a multiple of salary. Of the companies using a multiple, one company specified 2x, one specified 3–5x, four specified 6x and four companies specified 7–10x base salary for the CEO.

32 In the top 15, 11 companies had a five-year grace period to reach the minimum (with the remainder not specifying a grace period).

33 "Net shares" or a similar concept generally means the shares that remain after shares are sold or withheld to pay any applicable exercise price or satisfy withholding tax obligations in connection with the exercise, vesting, settlement or payment of an equity award. In the top 15, one company specified in its proxy statement disclosure that it required a minimum 25% retention level pending achievement of the stated target.

34 Of the seven companies in the top 15 of the SV 150 that specified which equity holdings are counted toward meeting the minimum, seven discussed time-based stock options, of which two excluded them, five included vested only and none included both vested and unvested options.

35 In the top 15, five companies discussed performance-based stock options, two of which excluded them.

36 In the top 15, seven companies discussed time-based RSUs, four of which counted vested shares toward the minimum holding requirement and three included both vested and unvested options.

37 In the top 15, seven companies discussed performance-based RSUs, five of which counted vested shares toward the minimum holding requirement.

38 In the top 15, six companies discussed restricted shares, four of which included vested and two of which included both vested and unvested shares when measuring holdings.

39 In the top 15, four companies expressly included shares in 401(k) plans.

40 In the top 15, one company expressly included shares subject to purchase via contributions to the company's ESPP.

Stock Ownership Guidelines

Continued

Ninety-five of the 96 S&P 100 companies with stock ownership guidelines for executive officers disclosed the terms of their guidelines (either in their proxy statement or via reference to their website). Of those, eight companies specified the requirement based simply on a fixed number of shares or a fixed minimum value of shares that must be held, while 86 companies instead specified the requirement based on a multiple of base salary (one company had no minimum holding amount and instead simply required holding a portion of equity awarded as compensation during their tenure).[41] Of the companies using a multiple, one specified 3–4x, seven companies specified 5x, 48 companies specified 6x, 25 specified 7–10x and five specified more than 10x of base salary for the CEO. In addition, 65 companies specified a grace period of five years to reach the minimum, three companies specified a grace period of two years to 50 months and one specified a six-year grace period (while the remaining companies did not specify a grace period). Forty-five companies stated that they required a minimum retention level pending achievement of the identified target (either during the grace period or simply until the minimum retention level is met), of which 17 companies required 100%, 10 required 66.7%–75%, 16 required 50% and two required 20–25% retention (generally as a percentage of "net shares" or a similar concept). Of those with stock ownership guidelines, 65 companies specified which equity holdings are counted toward meeting the minimum, of which:

- 47 companies discussed time-based stock options, of which 32 excluded them, 12 included only vested options and three included both vested and unvested options — generally only the "in-the-money" value of such options was counted where such options were included (or the company was silent on the subject);
- 45 companies discussed performance-based stock options, of which 33 excluded them, 10 included only vested options and two included both vested and unvested options — generally only the "in-the-money" value of such options was counted where such options were included (or the company was silent on the subject);
- 50 companies discussed time-based RSUs, of which none excluded them, 21 included only vested RSUs and 29 included both vested and unvested RSUs — though two companies counted less than the full value of unvested RSUs;
- 47 companies discussed performance-based RSUs, of which eight excluded them, 23 included only vested RSUs and 16 included both vested and unvested RSUs — though three companies counted less than the full value of unvested RSUs;
- 40 companies discussed restricted shares, of which three excluded them, 20 included only vested shares and 17 included both vested and unvested shares — though two companies counted less than the full value of unvested restricted shares;
- 25 companies expressly included shares in 401(k) plans; and
- 26 companies expressly included shares subject to purchase via contributions to the company's employee stock purchase plan (ESPP).

41 One company required retention of 75% of net shares.

Stock Ownership Guidelines

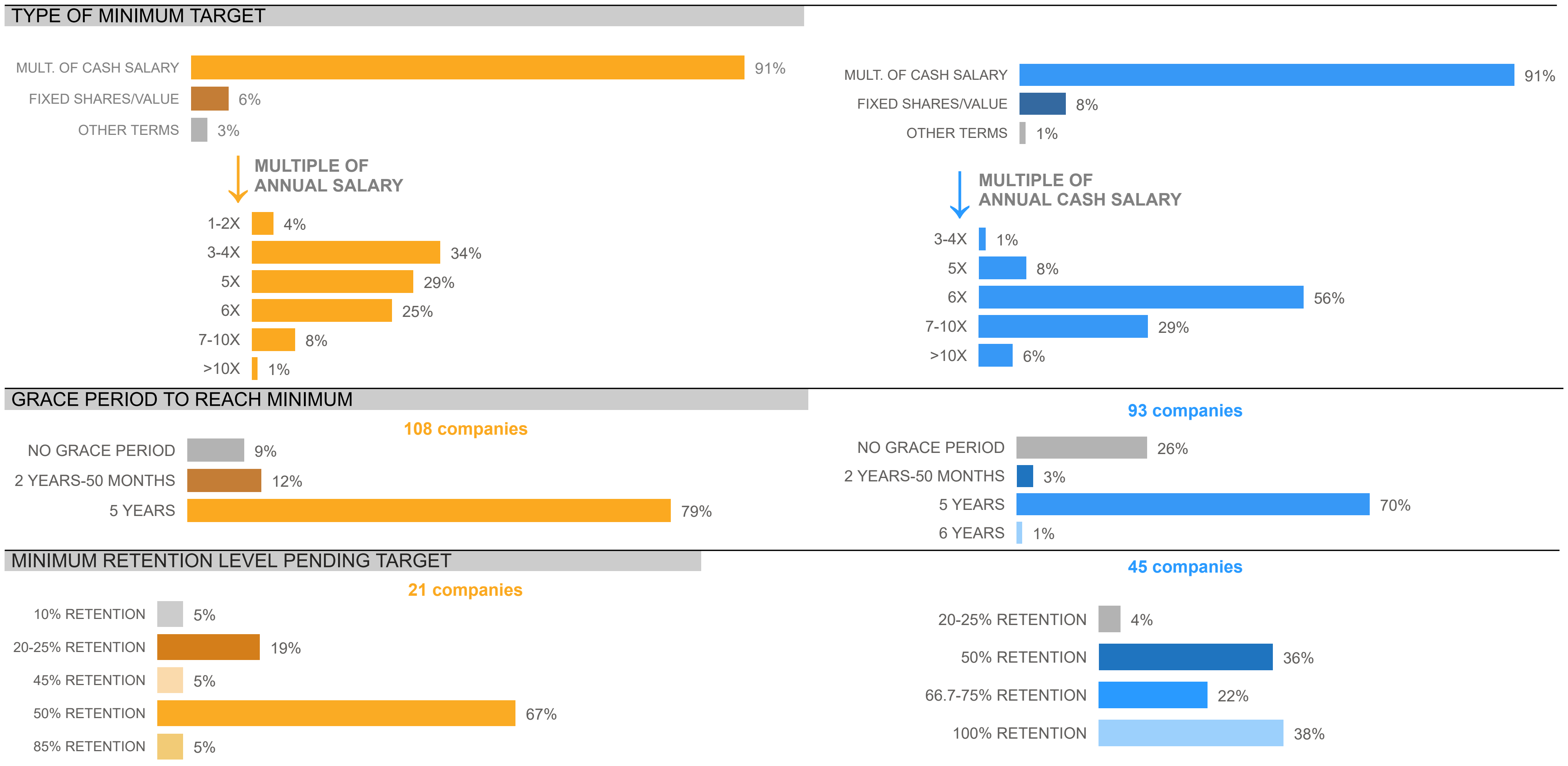
Continued

Minimum Holding Amount Requirements for Executives (*continued*)

The graphs on this page show for each group the percentage of companies with stock ownership guidelines for executive officers, the type of target for minimum holding amount requirements and, where the target is a multiple of base salary, the multiple applicable to the chief executive officer (CEO), as well as any grace period to achieve the target and any minimum retention level required pending achievement of the target.

STOCK OWNERSHIP GUIDELINES FOR EXECUTIVES — 2021 PROXY SEASON

MINIMUM HOLDING AMOUNT REQUIREMENTS FOR EXECUTIVES — 2021 PROXY SEASON



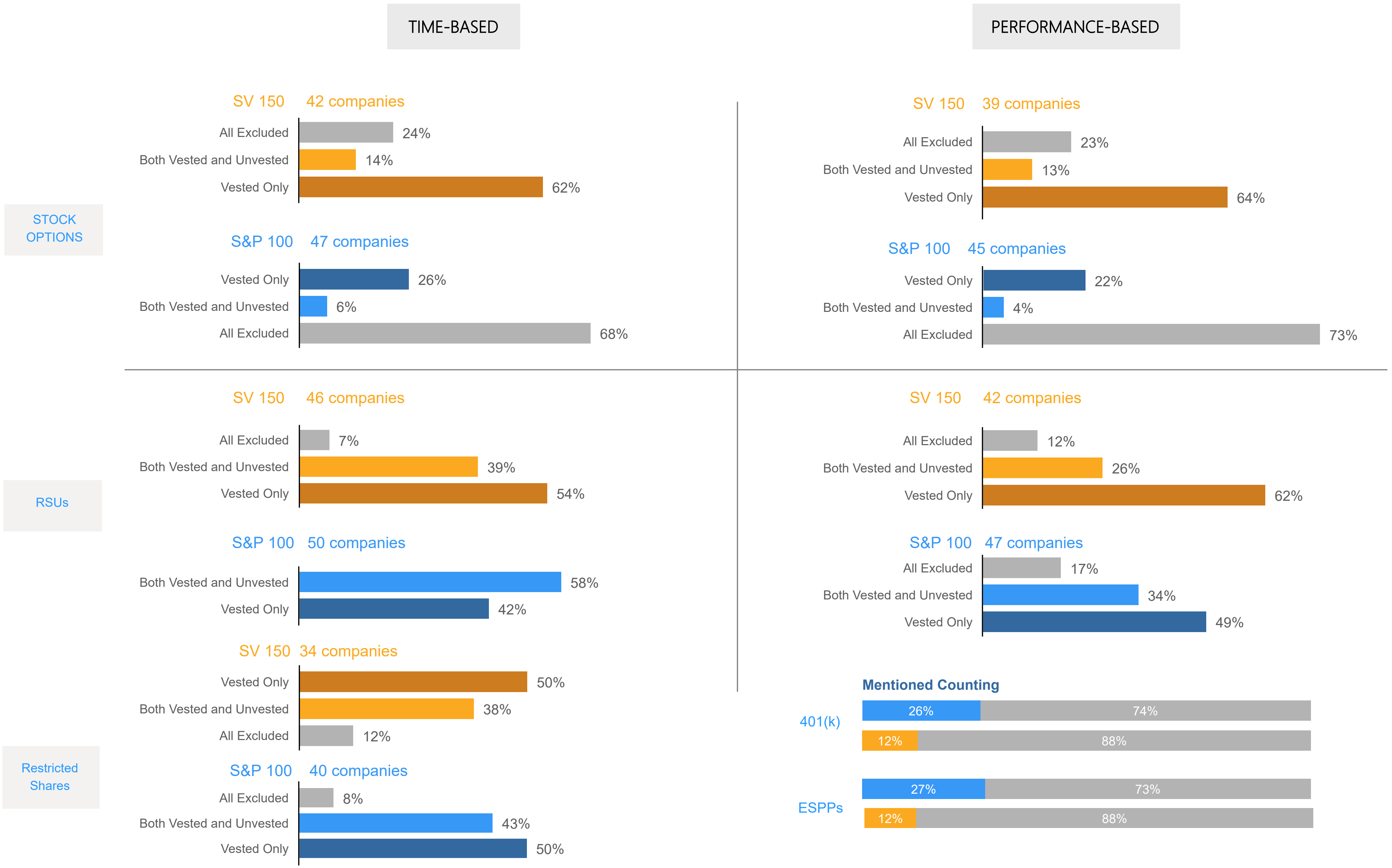
Stock Ownership Guidelines

Continued

Minimum Holding Amount Requirements for Executives (*continued*)

The graphs on this page show for each group whether stock options with time-based vesting, stock options with performance-based vesting, restricted stock units (RSUs) with time-based vesting, RSUs with performance-based vesting (PSUs) and restricted shares are counted toward achievement of the minimum holding target and whether such counting includes only vested or both vested and unvested equity, as well as whether the stock ownership guidelines discuss inclusion of shares in 401(k) plans or employee stock purchase plans (ESPPs).

EQUITY HOLDINGS THAT COUNT TOWARD MINIMUM — 2021 PROXY SEASON



Stock Ownership Guidelines

Continued

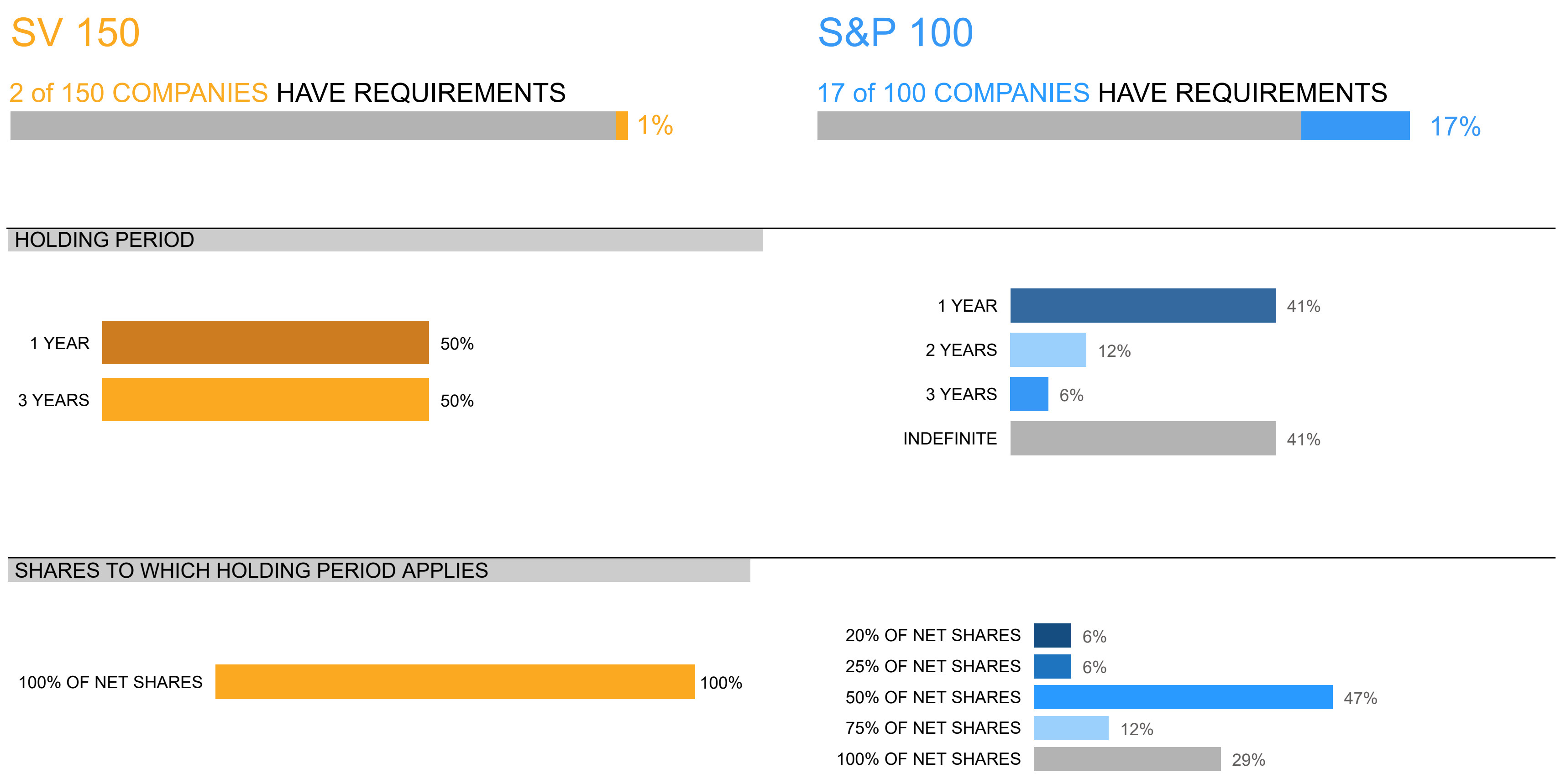
Minimum Holding Period Requirements for Executives

Additionally, two companies in the SV 150 also had minimum holding period requirements for executive officers in addition to, or in some cases in lieu of, the minimum holding amount requirements discussed above. One SV 150 company had a minimum holding period requirement of three years, and one company had a period of one year. These minimum holding period requirements applied to 100% of "net shares" (or a similar concept) at both companies.

In the S&P 100, 17 companies had such minimum holding period requirements for executive officers. For seven companies the period was one year, for two companies the period was two years and for one company it was three years. Seven other companies specified an indefinite period (generally applying until retirement or other separation of employment, or for some period thereafter). These minimum holding period requirements applied to 100% of "net shares" (or a similar concept) at five of the companies, two companies applied it to 75%, eight to 50%, one applied it to 25% of such shares and one company applied it to 20% of such shares.

The graphs on this page show for each group the percentage of companies with minimum holding period requirements for executive officers (in addition to, or in lieu of, minimum holding amounts), the minimum holding period applicable to the CEO and the portion of equity holdings to which the requirement applied.

MINIMUM HOLDING PERIOD REQUIREMENTS FOR EXECUTIVES — 2021 PROXY SEASON



Stock Ownership Guidelines

Continued

Minimum Holding Requirements for Directors

Among the 119 SV 150 companies with stock ownership guidelines for non-employee board members, all of the companies disclosed the terms of their guidelines (either in their proxy statement or via reference to their website). Of those, 17 companies specified the requirement based simply on a fixed number of shares or a fixed minimum value of shares that must be held, while 102 companies instead specified the requirement based on a multiple of the directors' annual cash retainer. Of the companies using a multiple, 43 companies specified a multiple of 1–3x, 10 companies specified 4x, 41 specified 5x, four specified 6x and four companies specified 7–10x.[42] In addition, 20 companies specified a grace period that ranged from two to four years, and 87 companies specified a grace period of five years to reach the minimum (while the remaining 12 companies did not specify a grace period).[43] Fifteen companies specified in their proxy statement disclosures that they required a minimum retention level pending achievement of the stated target (either during the grace period or simply until the minimum retention level is met), of which one required 10%, one required 20%, two required 25%, eight companies required 50% and three companies required 100% (generally as a percentage of "net shares" or a similar concept).[44]

All of the 87 S&P 100 companies with stock ownership guidelines for non-employee directors disclosed the terms of those guidelines. Of those, 14 companies specified the requirement based simply on a fixed number of shares or a fixed minimum value of shares that must be held, while 69 companies instead specified the requirement based on a multiple of the directors' annual cash retainer (and four companies simply specified that such directors must hold some or all of their net shares received as compensation during their tenure). Of the companies using a multiple, nine specified a multiple of 1–3x, 54 companies specified a multiple of 5x, two specified a multiple of 6x and four specified a multiple of 7–10x. In addition, four companies specified a grace period that ranged from two to four years to reach the minimum, 65 companies specified a grace period of five years and two companies specified a six-year grace period while the remaining companies did not specify a grace period. Nineteen companies specified in their proxy statement disclosures that they required a minimum retention level pending achievement of the stated target (either during the grace period or simply until the minimum retention level is met), of which two required 25% retention, five required 50%, two companies required 66.7–75% retention and 10 companies required 100% (generally as a percentage of "net shares" or a similar concept).

Companies typically do not specifically discuss which holdings are counted toward meeting the requirements for non-employee directors, or they state or imply that holdings are counted the same as for executive officers (as applicable).

42 Among the 13 companies in the top 15 of the SV 150 with stock ownership guidelines for non-employee directors, four companies specified the requirement based on a fixed number of shares or a fixed minimum value of shares that must be held, while nine companies instead specified the requirement based on a multiple of the directors' annual cash retainer. Of the companies using a multiple, nine companies specified 5x annual cash retainer.

43 In the top 15, 13 companies specified a five-year grace period.

44 In the top 15, no company specified such a minimum retention level.

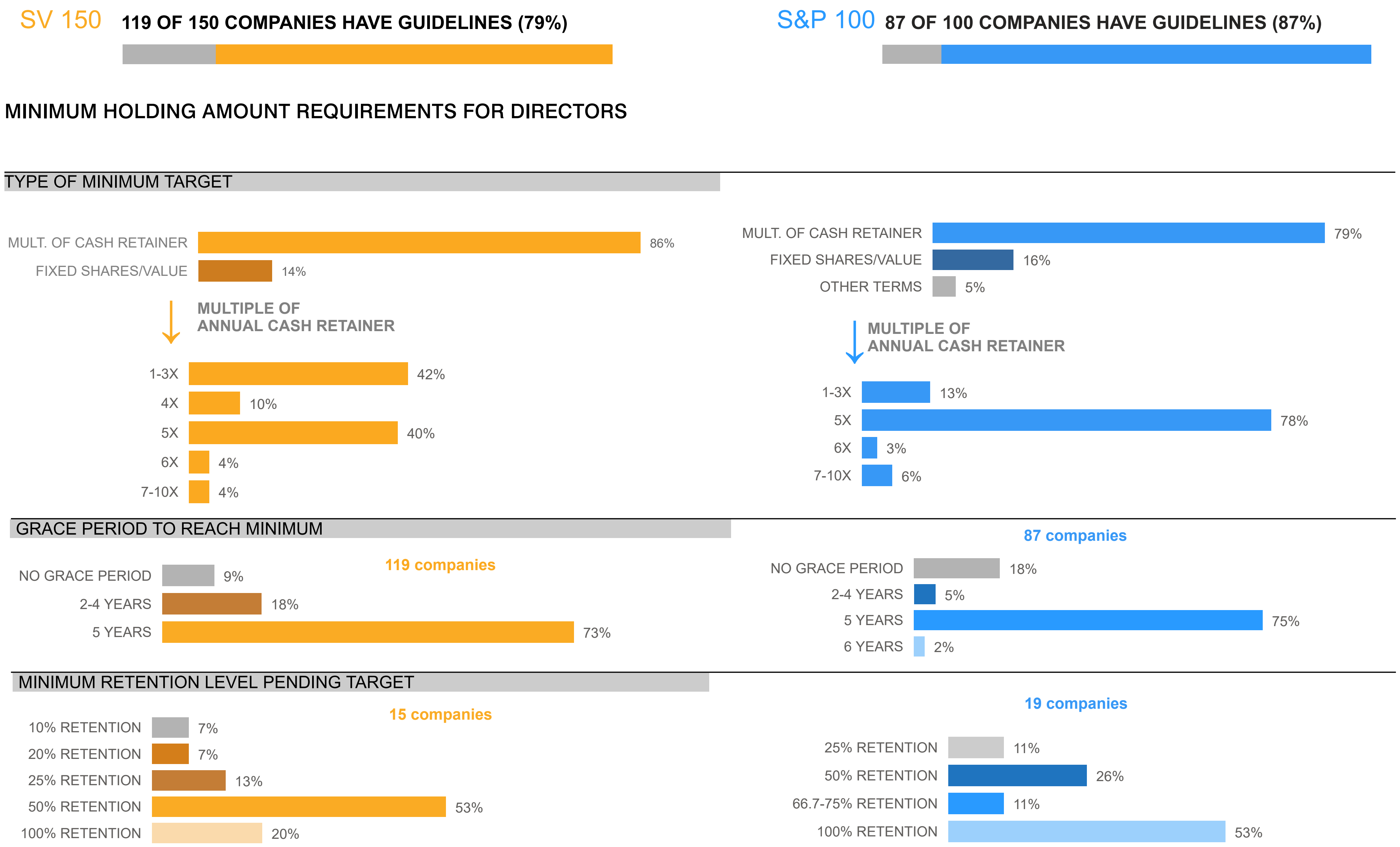
Stock Ownership Guidelines

Continued

Minimum Holding Requirements for Directors (*continued*)

The graphs on this page show for each group the percentage of companies with stock ownership guidelines for non-employee directors, the type of target for minimum holding amount requirements and, where the target is a multiple of the annual cash retainer, the applicable multiple, as well as any grace period to achieve the target and any minimum retention level required pending achievement of the target.

STOCK OWNERSHIP GUIDELINES FOR DIRECTORS — 2021 PROXY SEASON



Executive Officers

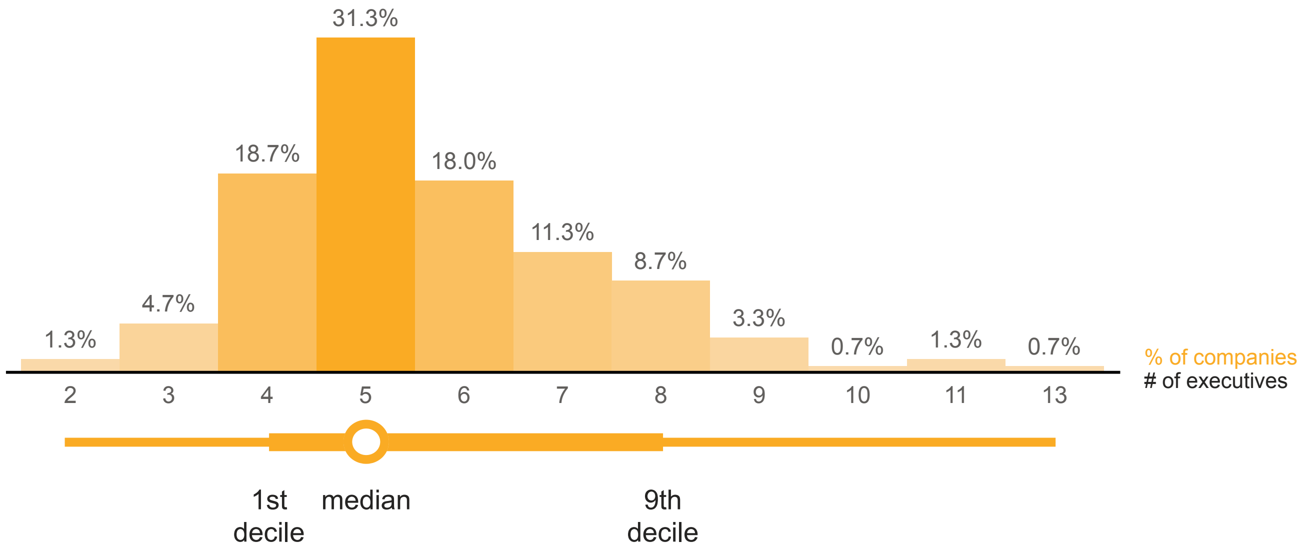
Number of Executive Officers

The number of executive officers tends to be substantially fewer among the technology and life sciences companies in the SV 150 (average = 5.6 executive officers) than among S&P 100 companies (average = 10.0 executive officers), generally reflecting the scale differences between the groups of companies. In both groups there has been a general decline in the average number of executive officers per company (a trend that continued in the 2021 proxy season), as well as a narrowing of the range of that number in each group (SV 150 max = 20 and min = 4 in the 1996 proxy season compared to max = 13 and min = 2 in the 2021 proxy season; S&P 100 max = 41 and min = 5 in 1996 proxy season compared to max = 25 and min = 3 in the 2021 proxy season).

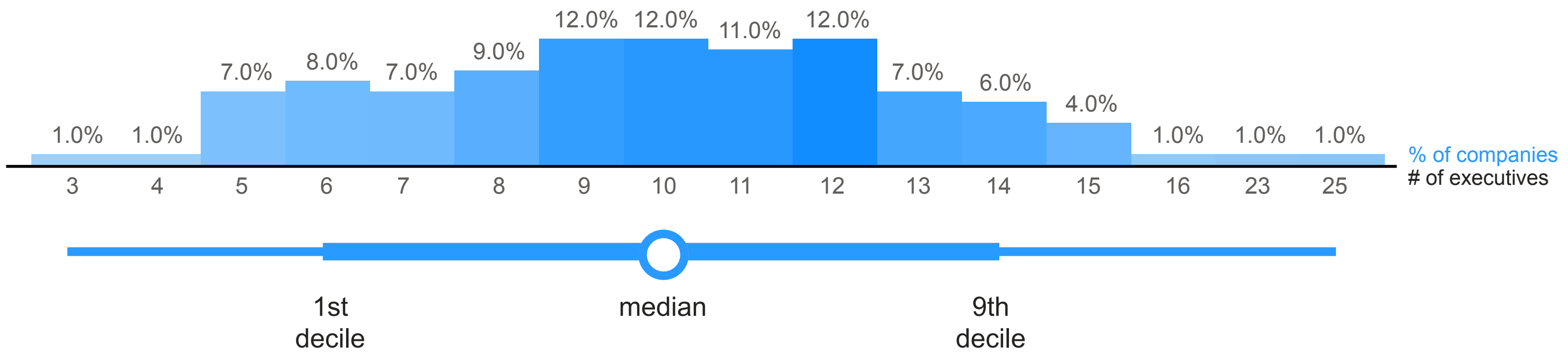
The graphs on this page show the distribution by number of executive officers among the two groups during the 2021 proxy season.

NUMBER OF EXECUTIVE OFFICERS — DISTRIBUTIONS

SV 150
2021



S&P 100
2021



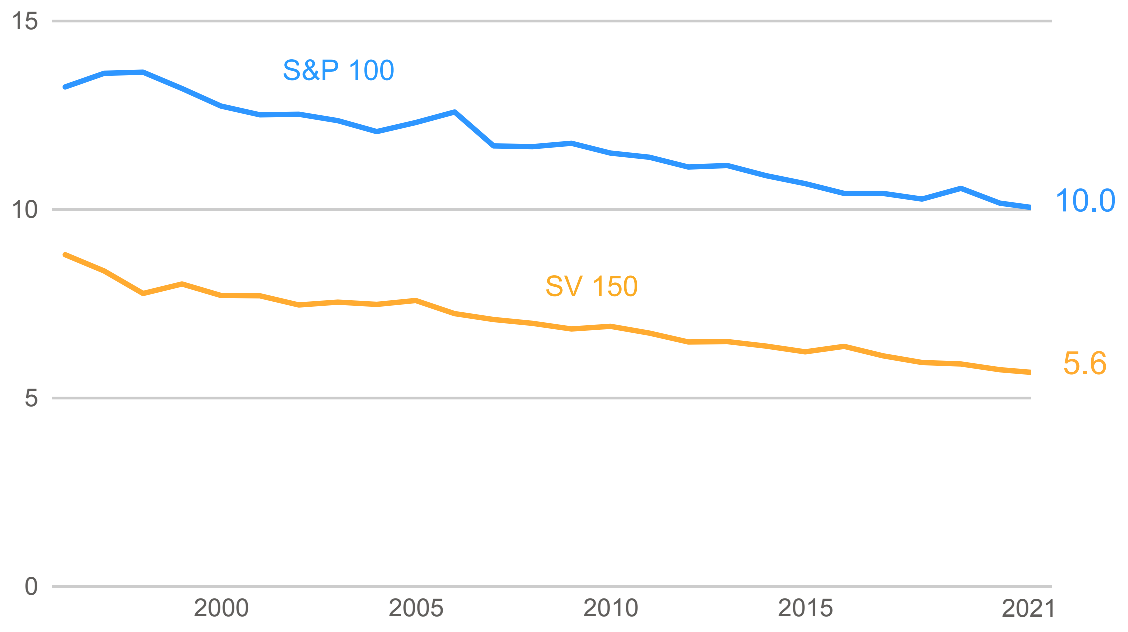
Executive Officers

Continued

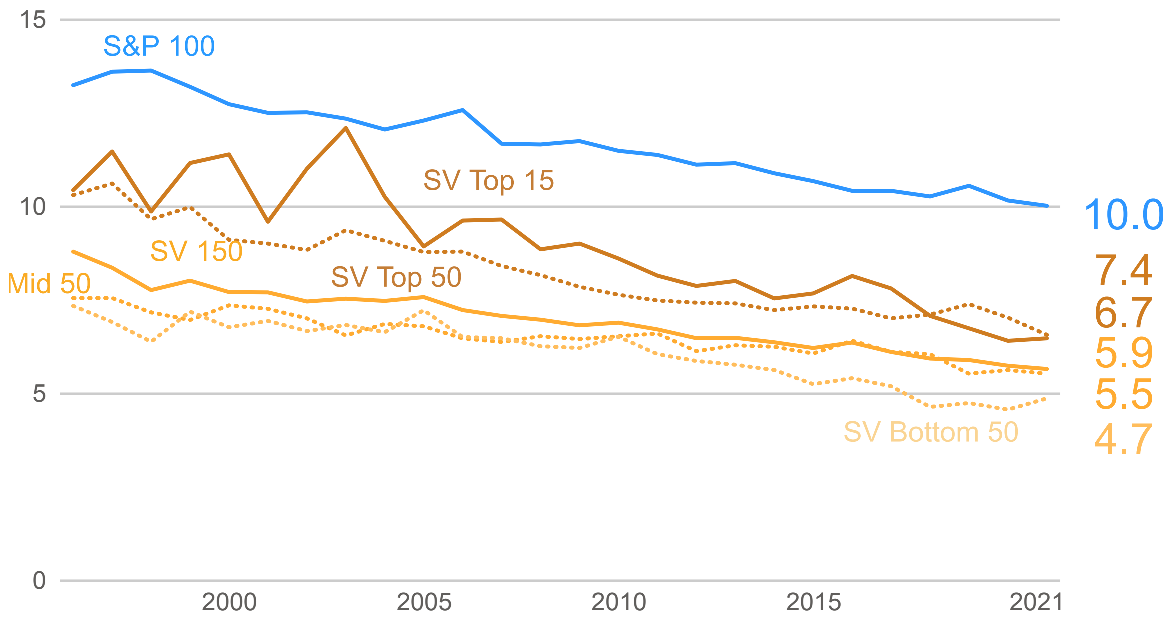
The graphs on this page show the average number of executive officers in each group, as well as the same information for the SV 150 broken down by the top 15, top 50, middle 50 and bottom 50 companies, over the period from the 1996 through 2021 proxy seasons.

AVERAGE NUMBER OF EXECUTIVE OFFICERS — TRENDS OVER TIME

S&P 100 vs. SV 150



SV 150 Breakdown

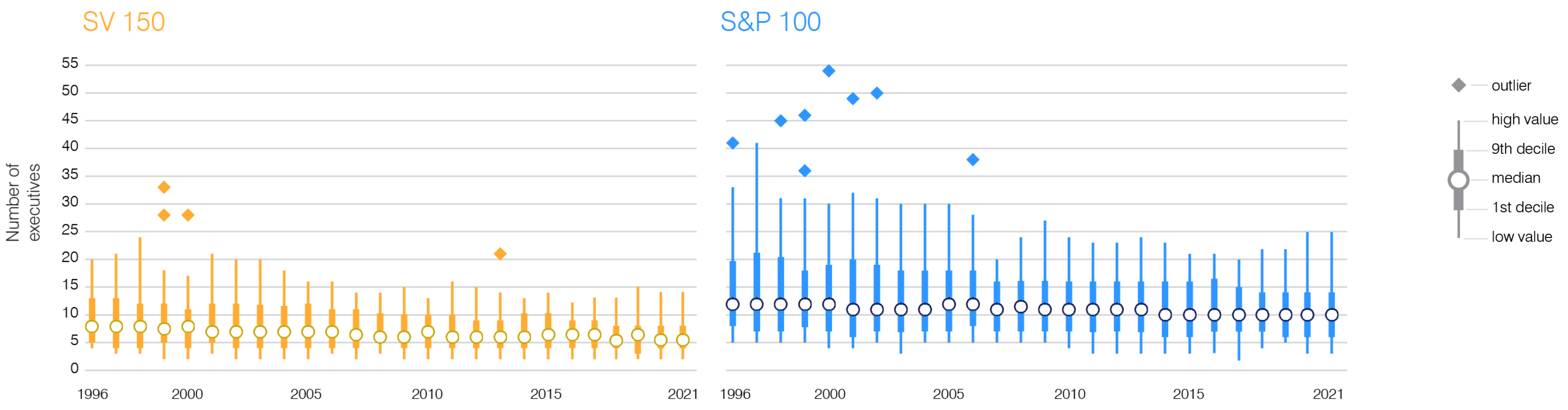


Executive Officers

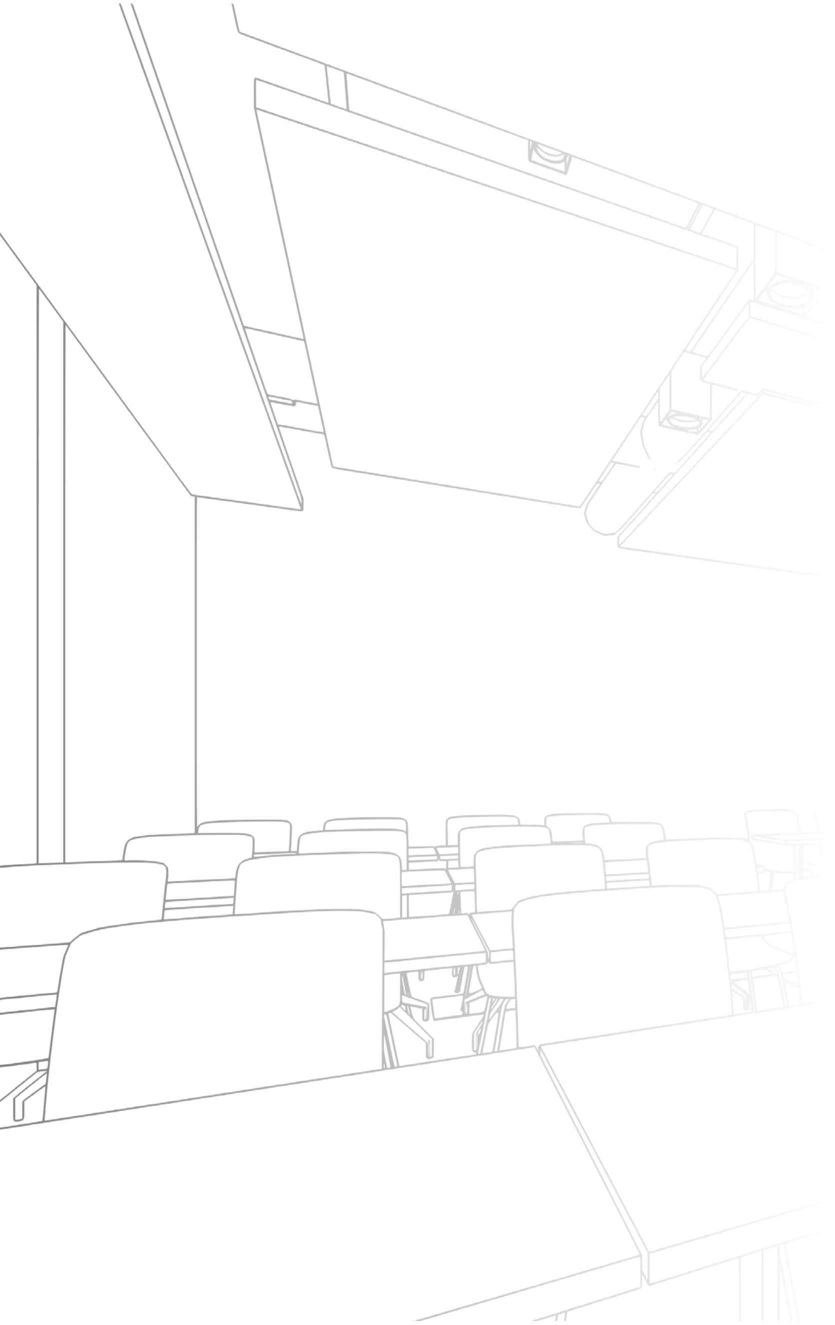
Continued

The graphs on this page show the range of the number of executive officers per company in each group, showing both the median and the cutoffs for the deciles with the most and fewest executive officers, over the period from the 1996 through 2021 proxy seasons.

RANGE OF NUMBER OF EXECUTIVE OFFICERS — TRENDS OVER TIME



Executive Officer Makeup



The types of officers included among company executive officers have varied over time, with some types substantially increasing over time — running counter to the overall steady decline in the number of executive officers. In addition to the chief executive officer (CEO), the breakdown in the 2021 proxy season is the following:[45]

- 99.3% of SV 150 companies identified a chief financial officer (CFO), compared to 99% in the S&P 100;
- 72% of SV 150 companies identified a general counsel (GC), chief legal officer (CLO) or other senior legal executive, compared to 91% in the S&P 100;
- 39.3% of SV 150 companies identified a chief technology officer (CTO) or other senior engineering or research and development executive, compared to 47% in the S&P 100;
- 24% of SV 150 companies identified a president, chief operating officer (COO) or other senior operations executive, compared to 25% in the S&P 100;
- 28% of SV 150 companies identified a senior sales executive, compared to 19% in the S&P 100;
- 13.3% of SV 150 companies identified a senior corporate or business development executive, compared to 21% in the S&P 100;
- 4% of SV 150 companies identified a senior marketing executive (separate from the senior sales executive), compared to 3% in the S&P 100; and
- 83.3% of SV 150 companies identified at least one other position (separate from those included above) among their executive officers, compared to 99% in the S&P 100.

Generally, the frequency of inclusion of these positions has held relatively steady or declined slightly over time. In the SV 150, the number of senior sales executives has declined somewhat more rapidly than other positions (while the S&P 100 has seen steady growth in that position, though from a very small base). Similarly, the S&P 100 has seen more significant decline in president/COO-type executive officers, particularly in recent years (with the SV 150 showing a slightly slower decline in that position). Conversely, the inclusions of GC/CLO and CTO/Engineering/R&D executives have markedly increased during the survey period in both groups.

The overall decline in the average number of executive officers at companies in each group appears to be driven largely by the decline in the number of executive officers that hold some position other than (and separate from) those identified above. The percentage of the total executive officers that fall in the category of "other" executive officer positions has declined significantly over time (34.0% of all executive officers in the SV 150 in the 2021 proxy season compared to 46.7% in the 1996 proxy season; 57.9% of all executive officers in the S&P 100 in the 2021 proxy season compared to 69.6% in the 1996 proxy season).

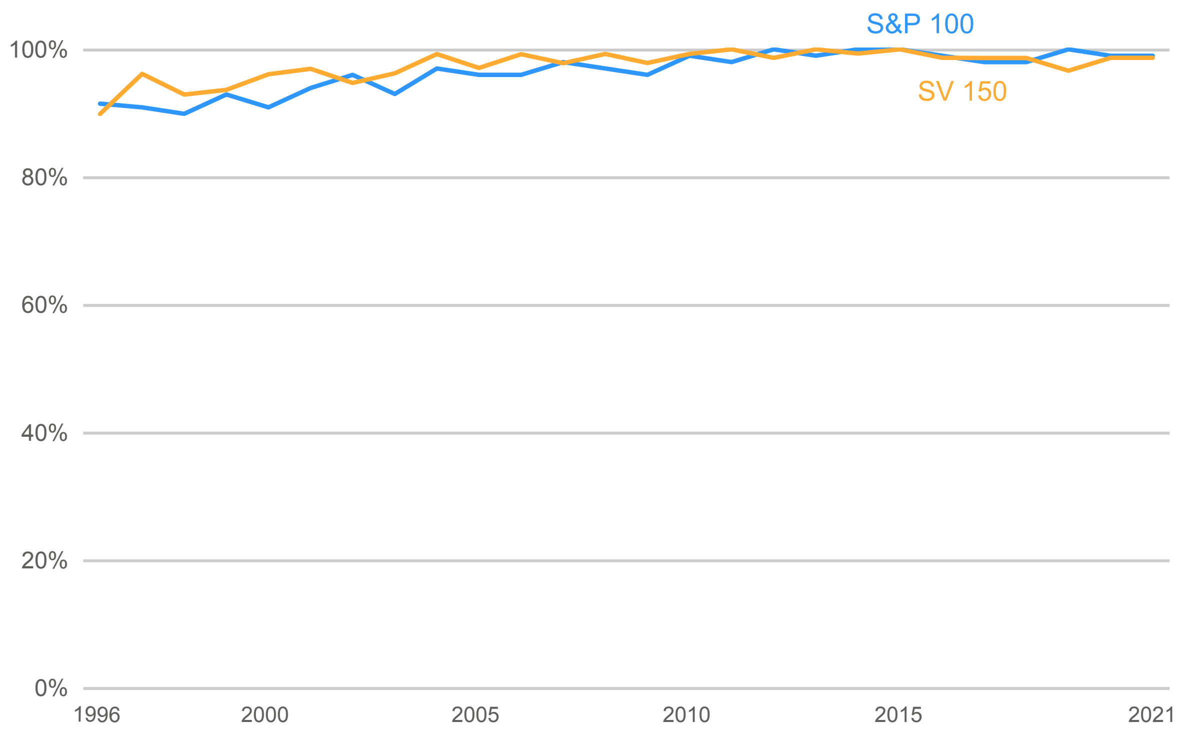
45 In some companies, a single executive may hold more than one of these positions with such executives consequently counted in more than one of these categories (e.g., president and CFO). In addition, some companies have more than one person holding a position (e.g., co-presidents), in which case the position is only counted once.

Executive Officer Makeup

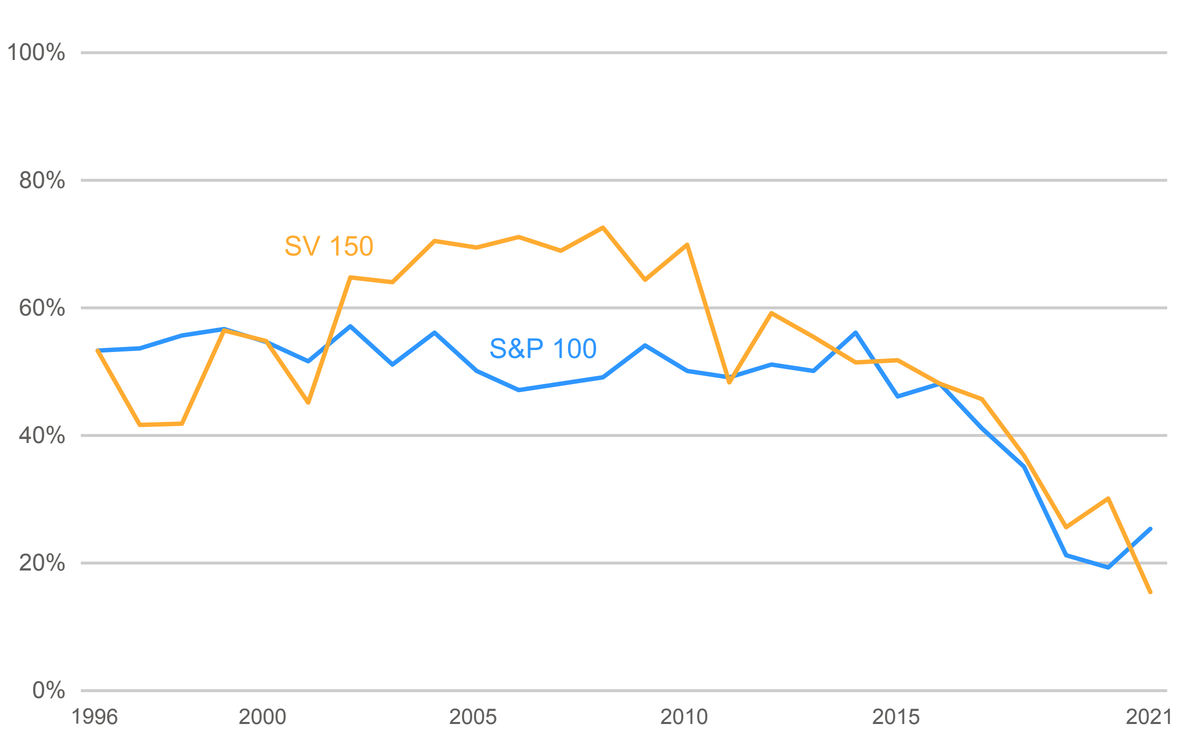
Continued

The graphs on this page show the percentage of companies in each group that have included CFO or other senior finance executive and a president and/or COO or other senior operations executive as an "executive officer" from the 1996 through the 2021 proxy seasons.

PERCENTAGE OF COMPANIES INCLUDING CFO AS AN EXECUTIVE OFFICER



PERCENTAGE OF COMPANIES INCLUDING PRESIDENT AND/OR COO AS AN EXECUTIVE OFFICER

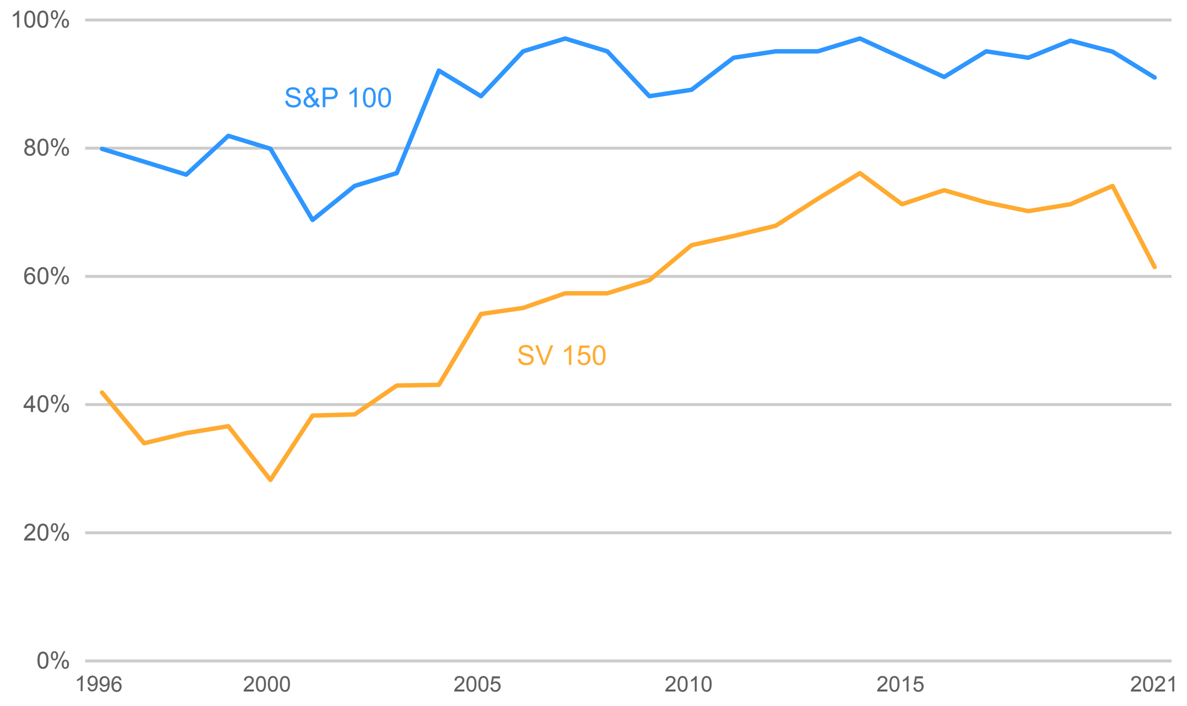


Executive Officer Makeup

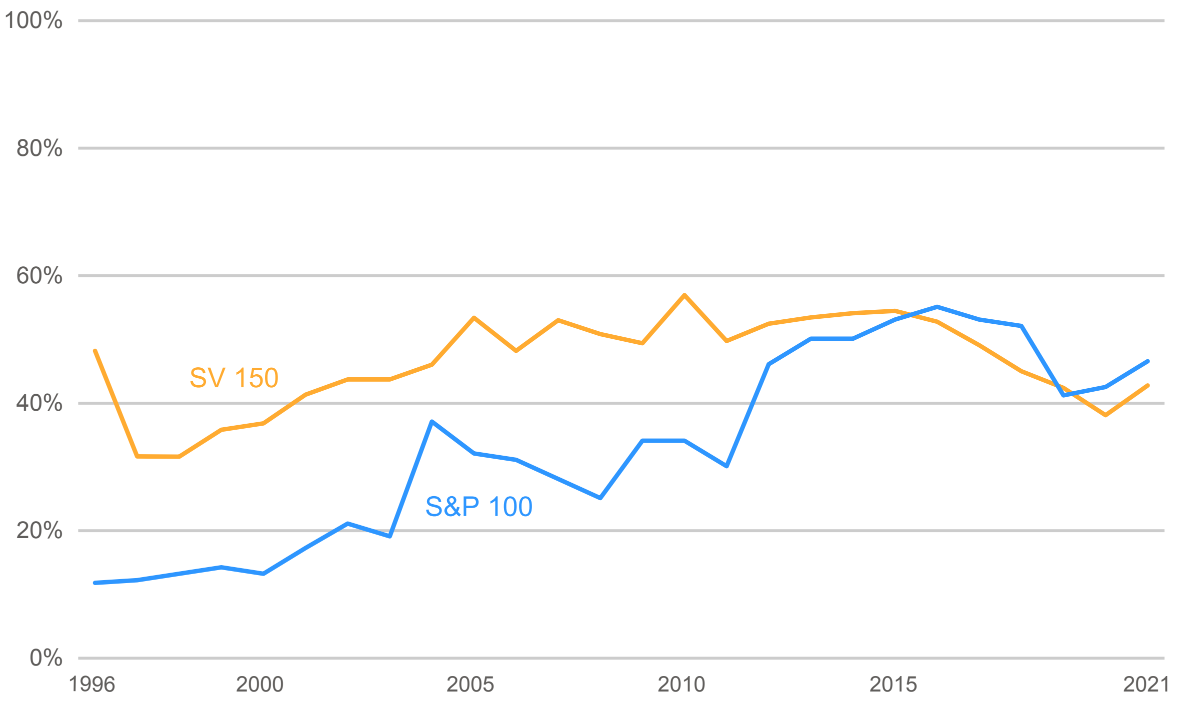
Continued

The graphs on this page show the percentage of companies in each group that have included a GC, CLO or other senior legal executive and a CTO or other senior engineering or research and development executive as an "executive officer" from the 1996 through 2021 proxy seasons.

PERCENTAGE OF COMPANIES INCLUDING GC OR CLO AS AN EXECUTIVE OFFICER



PERCENTAGE OF COMPANIES INCLUDING CTO, ENGINEERING OR R&D EXECUTIVE AS AN EXECUTIVE OFFICER

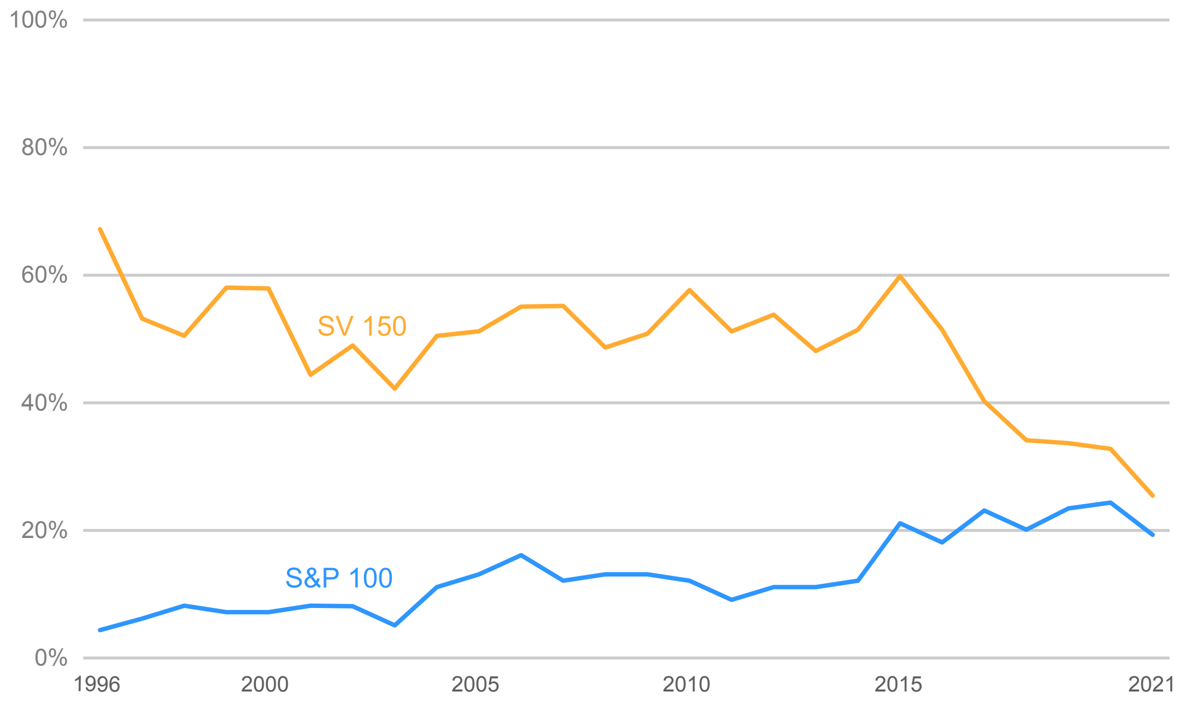


Executive Officer Makeup

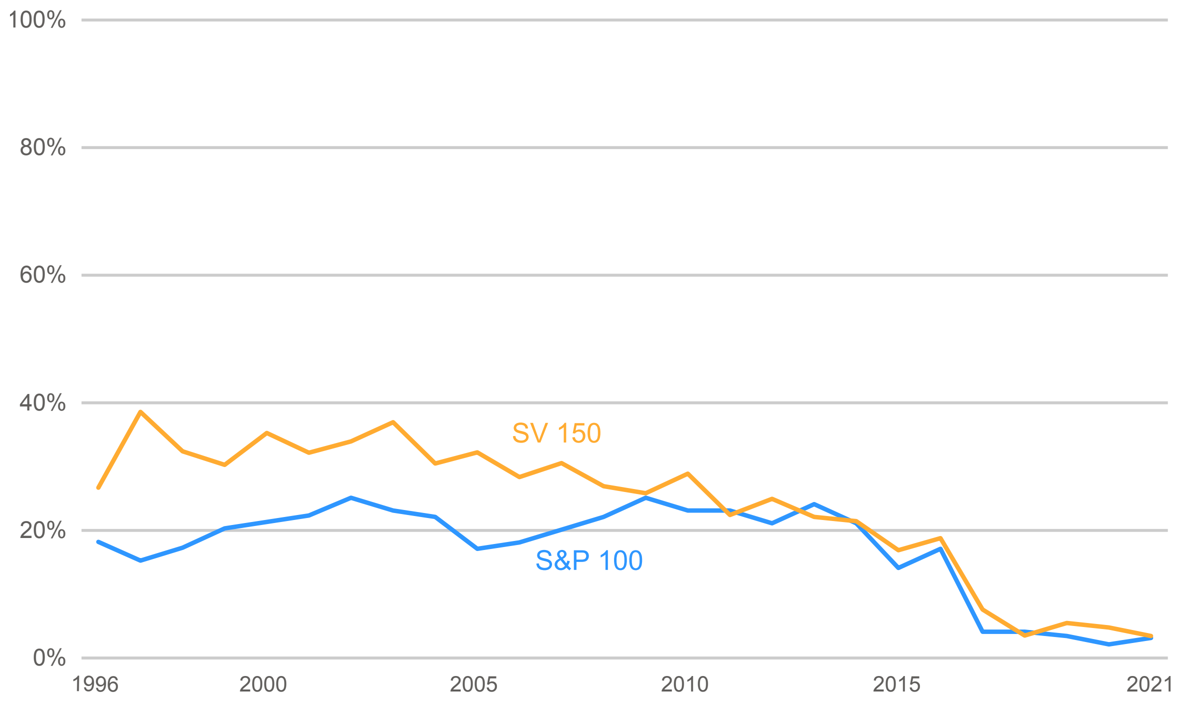
Continued

The graphs on this page show the percentage of companies in each group that have included a senior sales executive and a senior marketing executive (separate from the senior sales executive) as an "executive officer" from the 1996 through 2021 proxy seasons.

PERCENTAGE OF COMPANIES INCLUDING SENIOR SALES EXECUTIVE AS AN EXECUTIVE OFFICER



PERCENTAGE OF COMPANIES INCLUDING SENIOR MARKETING EXECUTIVE AS AN EXECUTIVE OFFICER

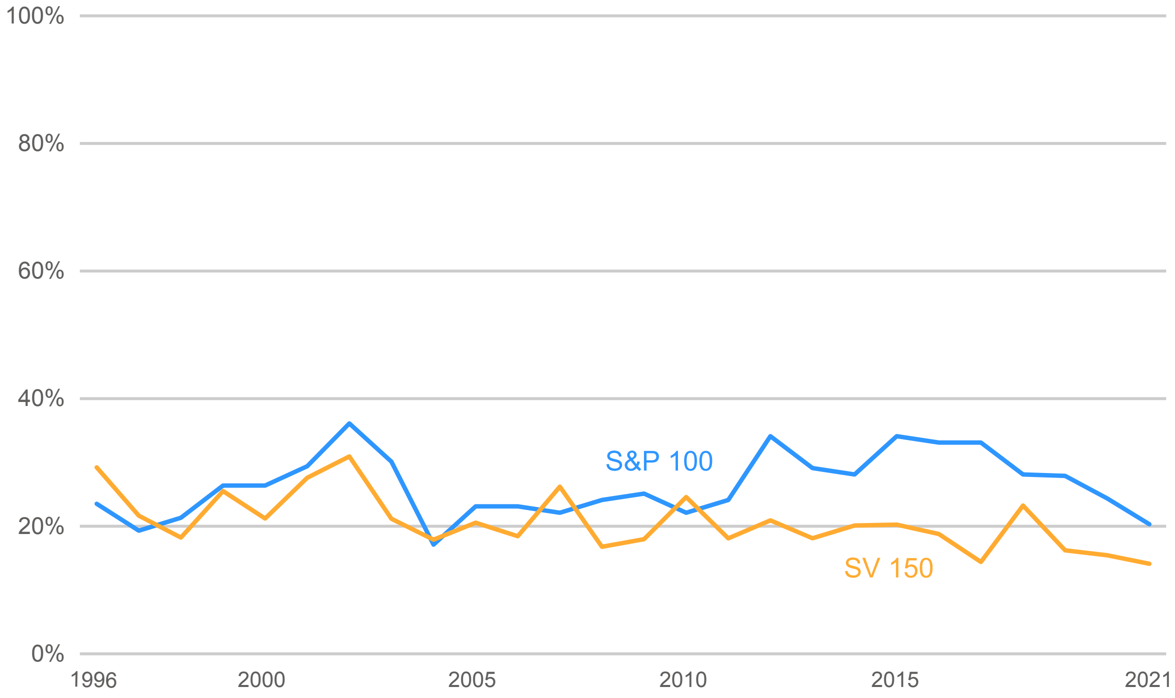


Executive Officer Makeup

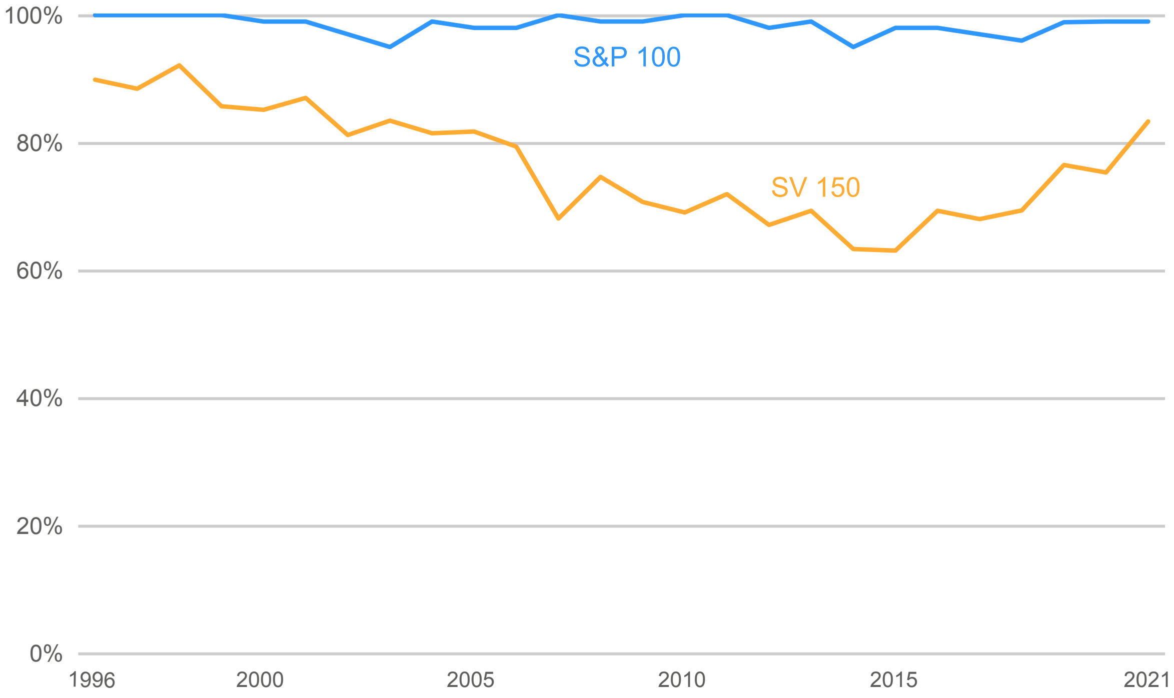
Continued

The graphs on this page show the percentage of companies in each group that have included a senior corporate and/or business development executive, as well as the percentage in each group that have included at least one other officer position (separate from those positions in the preceding graphs), as an "executive officer" from the 1996 through 2021 proxy seasons.

PERCENTAGE OF COMPANIES INCLUDING SENIOR CORPORATE AND/OR BUSINESS DEVELOPMENT EXECUTIVE AS AN EXECUTIVE OFFICER



PERCENTAGE OF COMPANIES INCLUDING "OTHER" EXECUTIVE(S) AS AN EXECUTIVE OFFICER



Fees Paid to Auditors

We compared the audit fees paid in 2020 by SV 150 and S&P 100 companies. The data show that companies in the SV 150 paid on average a fraction of the audit fees paid by companies in the S&P 100, with SV 150 companies paying on average $5.2 million compared to $23.3 million paid by S&P 100 companies. Year over year, average audit fees have increased in the SV 150. In the SV 150, companies disclosed in the 2021 proxy season that they paid on average $5.2 million in 2020, compared to $4.7 million the prior year, up by 10.6%. S&P 100 companies paid on average $23.3 million in 2020, compared to $23.5 million in 2019, representing a .85% decrease. In the S&P 100, audit fees ranged from a minimum of $3.1 million to a maximum of $75.1 million. SV 150 companies paid audit fees ranging from $446,000 to $24.8 million.

In general, our data shows that the larger the SV 150 company by revenue, the higher its audit fees. The audit fees (ranging from a minimum of $5.4 million to a maximum of $24.3 million) paid by the top 15 companies of the SV 150 (by revenue) were more similar to the fees paid by their peers in the S&P 100. The average audit fees among the top 50, middle 50 and bottom 50 steadily decline with revenue size ($9.4 million, $3.7 million and $2.3 million, respectively). Additionally, the data show that average audit fees paid in 2020 increased for SV 150 companies among the top 15 (to $15.7 million, compared to $15.4 million in 2019), top 50 (to $9.4 million, compared to $9.2 in 2019), middle 50 (to $3.7 million, compared to $3.0 million in 2019) and bottom 50 (to $2.3 million, compared to $2.0 million in 2019).

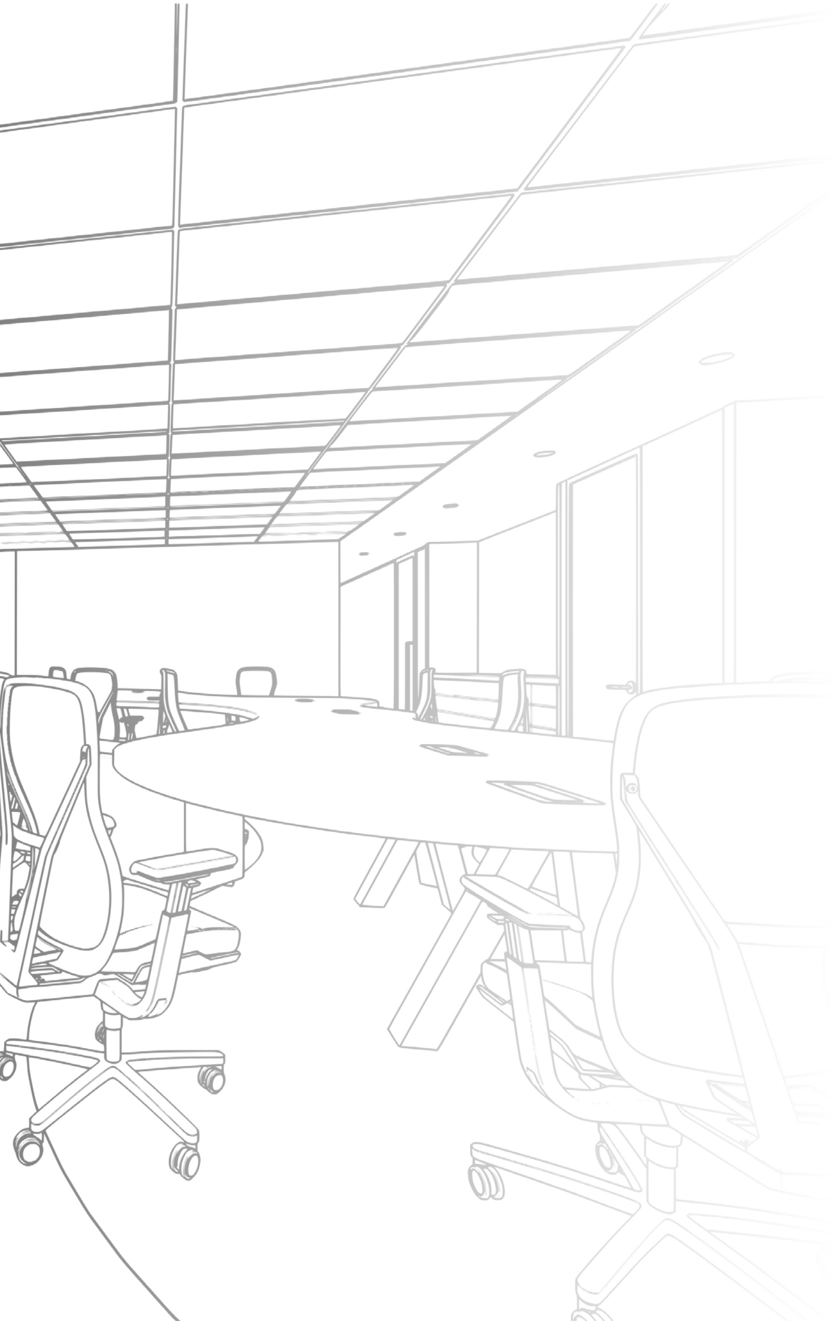
These trends generally held for the other fee categories (audit-related fees, tax fees, all other fees), as well as for total fees. If anything, the trend was more pronounced at the higher end of the revenue scale.

	Audit Fees		Audit-Related Fees		Tax Fees		All Other Fees		Total Fees	
	Average †	Range*	Average †	Range*	Average †	Range*	Average †	Range*	Average †	Range*
S&P 100	$23.3M (-0.8%)	$3.0M–$75.1M	$4.1M (0%)	$47.7K–$43.1M	$2.5M (-10.0%)	$5.0K–$27.3M	$200K (-33.3%)	$0.5K–$4.4M	$30.0M (-1.9%)	$3.7M–$105.1M
SV 150	$5.15M (+4.8%)	$446K–$24.7M	$343K (+23.4%)	$0.9K–$7.2M	$635K (-3.8%)	$3K–$10.3M	$53K (-19.7%)	$0.9K–$2.1M	$6.2M (+4.4%)	$446K–$31.8M
Top 15	$15.7M (+1.2%)	$5.3M–$24.3M	$1.6M (+14.2)	$34K–$7.2M	$2.7M (-1.6%)	$33K–$10.3M	$268K (+2.3%)	$6K–$2.1M	$20.3M (+1.7%)	$7.5M–$31.8M
Top 50	$9.4M (+2.9%)	$1.2M–$24.8M	$743K (+10.6%)	$7.0K–$7.2M	$1.4M (-7.0%)	$14K–$10.3M	$122K (+11.9%)	$2.0K–$2.1M	$11.7M (+2.1%)	$3.4M–$31.8M
Mid 50	$3.7M (+11.1%)	$1.3M–$10.1M	$170K (+70.0%)	$0.9K–$1.8M	$392K (+5.1%)	$3.3K–$2.4M	$22K (-35.3%)	$0.9K–$426K	$4.3M (+11.6%)	$1.2M–$11.1M
Btm 50	$2.3M (+4.8%)	$446K–$4.3M	$104K (+89.1%)	$09K–$1.4M	$93K (+13.4%)	$3.0K–$684K	$13K (-75.9%)	$1.8K–$342K	$2.5M (+5.0%)	$446K–$5.0M

† Percentage change represents year-over-year comparison between the 2020 and 2021 proxy seasons, which disclosed fees paid in 2019 and 2020.

* Companies reporting $0 were included in the average but not in the range. For the S&P 100, four companies report $0 for Audit-Related Fees, five companies report $0 for Tax Fees and 37 companies report $0 for All Other Fees. For the SV 150, 74 companies report $0 for Audit-Related Fees, 34 companies report $0 for Tax Fees and 52 companies report $0 for All Other Fees. For the SV 150 top 15, three companies report $0 for Audit-Related Fees; four companies report $0 for All Other Fees. For the SV 150 top 50, 16 companies report $0 for Audit-Related Fees, two companies report $0 for Tax Fees and 15 companies report $0 for All Other Fees. For the SV 150 middle 50, 30 companies report $0 for Audit-Related Fees, 11 companies report $0 for Tax Fees and 14 companies report $0 for All Other Fees. For the SV 150 bottom 50, 30 companies report $0 for Audit-Related Fees, 22 companies report $0 for Tax Fees and 25 companies report $0 for All Other Fees.

Methodology



Group Makeup

We reviewed the corporate governance practices of the companies included in the Standard & Poor's 100 Index (S&P 100)[46] and the technology and life sciences companies included in the Fenwick – Bloomberg Law Silicon Valley 150 List (SV 150).[47] The makeup of the indices has changed over time as determined by their publishers,[48] with the SV 150 makeup being updated generally once annually and the S&P 100 changing more frequently.[49] For analytical purposes, companies are included in the survey if they appeared in the relevant index as determined in the most recent calendar year-end.[50] Further, in past years, to focus the survey on the industries most relevant to Silicon Valley, companies were excluded from the SV 150 data set if they were not primarily in the technology or life sciences industries (broadly interpreted).[51] To some degree, the volatility in the statistical trends within each of the indices is a reflection of changes in the constituents of the index over time.[52] Finally, some companies are constituents of both indices.[53] Those companies are included in the data sets of both groups for purposes of this survey. In addition, companies are not included in the data set (on a subject-by-subject basis) if information is not available because no SEC filing with the relevant data was made (generally as a result of acquisition). For example, in the 2021 proxy season, four such companies were not included in the SV 150 data set for all subjects, as no annual meeting was held. All but two of the S&P 100 companies held annual meetings in the 2021 proxy season.

Proxy Season / Proxy Statements

To be included in the data set for a particular "proxy season," the definitive proxy statement for a company's annual meeting generally must have been filed by the company with the U.S. Securities and Exchange Commission (SEC)

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46 Standard & Poor's defines the S&P 100 Index as "a sub-set of the S&P 500," which measures the performance of large cap companies in the United States. The Index comprises 100 major blue-chip companies across multiple industry groups. Individual stock options are listed for each index constituent. To be included, the companies should be among the larger and more stable companies in the S&P 500 and must have listed options. Sector balance is considered in the selection of companies for the S&P 100. This index is widely used for derivatives and is the index underlying the OEX options. Standard & Poor's full methodology is available on its website.

47 Since the 2019 proxy season, Fenwick has partnered with Bloomberg Law to create the Fenwick – Bloomberg Law Silicon Valley 150 List, ranking the largest public technology and life sciences companies in Silicon Valley. The rankings are based on revenues for the most recent available four quarters ended on or near December 31, 2020. For many years, *The Mercury News* (fka the *San Jose Mercury News*) had published the SV 150 Index, but it discontinued announcement of the SV 150 in May 2017. The Fenwick – Bloomberg Law Silicon Valley 150 List is modeled on the same criteria previously used by *The Mercury News*, which had defined Silicon Valley as comprising public "companies headquartered in Santa Clara, Santa Cruz, southern San Mateo and southern Alameda counties [in California] on the basis of worldwide revenue for the most recent available four quarters ended on or near [the most recent December 31]." However, in recognition of the continued geographic spread of technology and life sciences companies beyond the traditional Silicon Valley area, beginning in the 2012 proxy season, *The Mercury News* expanded the definition for purposes of the index to "include [the entirety of] the five core Bay Area counties: Santa Clara, San Mateo, San Francisco, Alameda and Contra Costa." Recognizing its continued geographic expansion, beginning in the 2021 proxy season the SV 150 list was expanded to include Marin County. (According to local lore, the term "Silicon Valley" was coined in 1971 to describe the concentration of semiconductor companies in what was then the northern portion of Santa Clara County. The term has since expanded to include all technology and life sciences companies and their geographic spread in the region.) For a discussion of the change in geographical area and its history, see "O'Brien: Welcome to the new and expanded Silicon Valley" in *The Mercury News* (April 22, 2012). The most recent determination of the makeup of the SV 150 is based on the revenues of public companies in Silicon Valley (as thus defined) for the most recent available four quarters ended on or near December 31, 2020. That group was used for purposes of the 2021 proxy season in this report (while *The Mercury News*'s selections were used for data prior to the 2018 proxy season).

48 The constituents of the Standard & Poor's 100 (S&P 100) Index are determined by S&P Dow Jones Indices LLC (a joint venture between S&P Global, the CME Group and News Corp.), and the constituents of the Fenwick – Bloomberg Law Silicon Valley 150 List (SV 150) were determined by Fenwick in collaboration with Bloomberg Law based closely on the original methodology used for decades by *The Mercury News* (see footnote 1).

49 However, while changes are more frequent, Standard & Poor's has noted that "in past years, turnover among stocks in the S&P 100 has been even lower than the turnover in the S&P 500." Given the relative rapidity of acquisitions and the volatility of the technology business, annual constituent turnover in the SV 150 is somewhat greater than the S&P 100 in terms of the number of companies changing.

50 I.e., the Fenwick survey for the 2021 proxy season included companies constituent in the Fenwick – Bloomberg Law SV 150, based on "the most recent available four quarters ended on or near December 31, 2020," and the Standard & Poor's 100 constituents were based on the index makeup as of December 31, 2020.

51 E.g., for the 2011 proxy season, the following companies were excluded from the SV 150 data set for purposes of the survey (in order of rank within the index): Franklin Resources (14), Con-Way (17), Robert Half (25), Granite Construction (38), West Marine (66), California Water (74), Essex Property (79), SJW (105), Financial Engines (138), Coast Distribution (141) and Mission West (142). However, beginning with the 2012 proxy season, *The Mercury News* removed all of the non-technology/life sciences companies from the SV 150 and created a parallel Bay Area 25 (BA 25) index made up of the 25 largest such companies ranked by revenue. While not presented in this report, Fenwick does collect and analyze the same set of data for the BA 25 (and companies that we excluded from the SV 150 for purposes of this survey prior to the 2012 proxy season), which can be obtained by consulting your Fenwick & West securities partner. In addition, companies are not included in the data set (on a subject-by-subject basis) if information is not available because no SEC filing with the relevant data was made (generally as a result of acquisition). For example, in the 2021 proxy season, seven companies were not included in the SV 150 data set for all subjects. Similar exclusions occurred in prior years.

52 Other factors include changes in board membership and turnover in the chief executive officer of constituent companies.

53 The 13 companies that were members of both the SV 150 and the S&P 100 in the 2021 proxy season (with their SV 150 rank) are: Apple (1), Alphabet (2), Facebook (3), Intel (4), Cisco Systems (6), Oracle Corporation (7), Tesla (8), Netflix (10), Gilead Sciences (11), PayPal Holdings (14), salesforce.com (15), NVIDIA (17) and Adobe (19).

Methodology

Continued

by June 30 of that year, irrespective of when the annual meeting was actually held.[54] In some instances, a company may not have consistently filed its annual meeting proxy statement on the same side of the cutoff date each year. In such cases, we have normalized the data by including only one proxy statement per year for a company (and including a proxy statement in a "proxy season" year even though it was filed beyond the normal cutoff).[55] In some instances, a company may not have filed an annual meeting proxy statement during a year at all (or held any annual meeting).[56] In such instances, data was gleaned for that company from other SEC filings to the extent available.[57]

Generally, where a trend graphic identifies a year, it presents information as of the time of the proxy statement (such as the number of directors or whether the company has majority voting for directors, a classified board or dual-class stock structure), in which event the data speaks as to circumstances in effect at the time of the proxy statement (rather than at some particular time during the preceding year or immediately following the annual meeting) and is presented by "proxy season" (as defined for purposes of the survey). Generally, any discussion of the data will be by proxy season and will contain a "2020" statistic in the graphic. However, some information (primarily meeting data) is shown in graphics for the year for which the data was presented in the relevant proxy statements rather than the year of the proxy statements themselves. For example, a proxy statement filed in April 2020 included data about the number of board and committee meetings for 2019. That data would be included in the graphic in the year "2019" statistic (and no "2020" statistic would be included, since the fiscal year for the relevant data is ongoing).

54 I.e., the proxy statements included in the 2021 proxy season survey were generally filed with the SEC from July 1, 2020, through June 30, 2021 (the annual meetings were usually held about two months following the filing of the proxy statement).

55 E.g., several companies generally filed proxy statements in June each year but in a particular year filed in July (or later). The data for such a proxy statement was "moved" into the data set for the "proxy season" year before the cutoff.

56 This can occur for a variety of reasons, including (among others) instances where: (a) a company failed to timely file its periodic reports due to a pending or potential accounting restatement, or (b) a company was acquired or had agreed to be acquired (and determined to defer an annual meeting during the pendency of the acquisition).

57 Generally, Forms 10-K or S-4 and Schedules 14D-9 or TO as well as proxy statements for mergers (Schedules 14A) when the company is in the process of being acquired. These sources generally provide only a subset of the data available in an annual meeting proxy statement (Schedule 14A). Sometimes these filings were made beyond the standard cutoff for the relevant proxy season for purposes of the survey but were nonetheless included in the survey data set for that proxy season if they generally presented data for the period that would have been covered by the proxy statement for that company if it had been filed. See footnote 55 and accompanying text.

Insider / Independent

A variety of meanings are ascribed to the terms "insider" and "not independent," which are colloquially used somewhat interchangeably. We have attempted to cover a range of these meanings within the same survey. At the narrowest end of the spectrum, a director is considered an insider if he or she is currently an officer or otherwise an employee of the company (and not an insider if he or she is not currently an officer/employee). At the broadest end of the spectrum, some commentators consider a director to be an insider if he or she has ever been an officer of the company. In between, the stock exchanges have promulgated rules that define independence as not having been an officer or otherwise an employee of a company for the last three years, in addition to other specified criteria that vary somewhat by stock exchange.[58]

However, companies have not always been required to state with respect to each director whether he or she meets the applicable stock exchange's independence criteria (as implemented by that company).[59] Consequently, when our survey was initiated, we also utilized a simplified version of the stock exchange rules, applying the three-year employment test only to the director, since that information can be gleaned from the requisite biographical

58 See, e.g., Section 303A.02 of the New York Stock Exchange (NYSE) Listed Company Manual and Rule 5605(a)(2) of the Nasdaq Stock Market (Nasdaq) Marketplace Rules. They generally provide coverage for compensation from the company to a director above a specified level (other than for board service) [currently each exchange specifies $120,000 during any 12 months within the last three years], certain levels of business relationship between the company on whose board a director serves and a company that employs him or her, and similar employment by, compensation to or business relationships with a director's immediate family members, among other factors. Further, in implementing these rules, a number of companies have adopted their own independence standards (e.g., to define "material relationships" that will preclude independence under a portion of the NYSE rule).

59 Current Item 407(a) of Regulation S-K requires such disclosure. Prior to its adoption in 2006, companies were merely required to state whether a majority of their directors were independent, and some merely stated that fact rather than identifying their independent or non-independent directors (though for many of those independence could be largely deduced based on the disclosures in the proxy statement regarding independence of members of the primary board committees and director biography—particularly with smaller boards).

Methodology

Continued

summary that has long been included in proxy statements.[60] This allowed us to include all companies surveyed in this particular version of "insider" status throughout the period covered (while not all have been historically included for the applicable stock exchange independence criteria statistics across the period),[61] and we have carried that methodology forward for trend analysis purposes.

Finally, for purposes of the statistics regarding insider board chairs in this report, we have collected information based on the same four meanings. However, when presenting only one meaning of insider board chair, the statistics generally have presented information based on the applicable stock exchange standard (or simplified three-year employment rule where that is not available).[62]

Nominating and Governance Committees / Other Standing Committees

Generally, the companies surveyed have a unified committee with responsibility for both nominating and governance functions. However, a small number of companies have separate committees for nominating functions and for governance functions.[63] For statistical purposes, where separate committees existed, the data for the nominating committee were included (and data for the governance committee ignored) for the information presented in this report. Such separate governance committees were also ignored for purposes of the statistics for "Other Standing Committees" included in this report. Similarly, an exceedingly small number of companies have had a committee that combined the nominating function with the function of one of the other primary committees in a single committee.[64] In such rare instances, the data for that committee were included in the data set for each of the primary committees it comprised.[65] In addition, some companies have not formed a nominating committee,[66] and instead nomination decisions are made by the independent directors as a group.[67] In such instances, we excluded such companies from the data set for the nominating committee statistics. Further, with respect to the statistics regarding "Other Standing Committees" included in this report, we have disregarded "Stock Option," "Equity Incentive" and other committees whose sole (or almost exclusive) function is to approve grants to non-executive employees and consultants of the company.[68]

Equity / Voting Ownership

The percentage of equity and voting ownership statistics was based on beneficial ownership data presented in the Security Ownership of Certain Beneficial Owners and Management table,[69] as well as other information regarding voting and conversion rights included elsewhere in proxy statements and other filings with the SEC. A fair number of companies report aggregate ownership by all executive officers and directors as a group of "less than 1%" (whether measured as simply equity or voting ownership).[70] For purposes of

60 Accordingly, family member relationships or other indicia of non-independence are not factored in for this purpose.

61 Where a company did not provide enough information to determine the independence of each director (e.g., by affirmative statement or by elimination through biographical and committee membership information), the company was excluded from the data set for calculating the statistics based on the applicable stock exchange criteria.

62 For purposes of the lead director statistics, we have not applied this methodology. Rather, we have included any company as having a lead director if the proxy statement identified a specific director as having the title of "lead director," "lead independent director" or "presiding director" (or a similar title). Generally all such directors were independent under all of the methods we applied (including the applicable stock exchange independence requirement), though some were not under the "Ever" [a company officer] rule.

63 While always rare, it has become increasingly less common over time.

64 Such as a unified "Compensation and Corporate Governance Committee" that the proxy statement described as having nominating functions.

65 E.g., data for a unified "Compensation and Corporate Governance Committee" that the proxy statement described as having nominating functions was included in the data for the Compensation Committee and the Nominating Committee with respect to that company.

66 This was considerably more common, particularly in the SV 150, prior to the wave of governance reforms in the wake of the Sarbanes-Oxley Act of 2002.

67 In some instances, particularly before the wave of governance reforms in the wake of the Sarbanes-Oxley Act of 2002, the nominating decisions were made by the board as a whole.

68 These "committees" generally consist of the CEO as the sole member or are made up of members of the company's management team operating with delegated authority in order to relieve the board of the burden of routine grants of stock-based compensation. Consequently, they are not really indicative of general board operations.

69 Item 403 of Regulation S-K (required by Item 6(d) of Schedule 14A).

70 SEC regulations permit such reporting. In the 2021 season, this included approximately 79% of S&P 100 companies and 24% of SV 150 companies.

Methodology

Continued

calculating the average ownership statistics, companies that reported "less than 1%" ownership were treated as having ownership of 0.5% in the data set.[71]

Majority Voting

There are a variety of ways to implement majority voting. These range from strict majority voting provisions in the charter or bylaws that require a majority of "for" votes for a director to be elected (and if less than a majority, the director simply does not take, or loses, office) to various resignation policies implemented in corporate governance principles that simply require a director to tender a resignation if less than a majority of "for" votes are received, which may or may not be accepted by the board or nominating committee (which retains full discretion in making the decision) — with a range of variations in between (often implemented in bylaws), generally with contested elections retaining plurality voting. The effectiveness of any of these (including the charter implementations) is further affected by state laws that often provide for holding over of an incumbent even if a majority of "for" votes is not received (to prevent an unnecessary vacancy). Consequently, rather than attempt to illustrate the trends among the many variations, historically we have simply presented trend data regarding whether the companies surveyed have implemented any form of majority voting policy for uncontested elections (rather than simply utilizing strict plurality voting for all director elections).

In early 2017, the Council of Institutional Investors (CII), which advocates on behalf of pension funds and other employee benefit funds, as well as like-minded foundations and endowments, issued an FAQ on majority voting for directors, in which they identified the following continuum of director election voting schemes:[72]

- strict plurality;
- "plurality plus" board-rejectable resignation;
- majority voting with board-rejectable resignation; and
- consequential majority voting.

In this survey, we count the companies using the latter three categories as having some form of majority voting (the data presented in the graphs on page 33) — with the first category counted as not having majority voting. However, since the 2019 proxy season, we have supplemented that information with a breakdown of the percentage of companies (in each group) that used majority voting fitting into each of the latter three CII categories (or for which there was insufficient information to determine the categorization).

Dual-Class Structure

Generally, where a company has more than one class of stock and those classes have disparate voting rights, they were included in the data set as having a dual-class structure. However, in some instances companies may have a class of stock with disparate voting rights, but that class is incredibly small compared to the overall voting power represented by all voting stock or there are other indicia that the voting rights are not really effectively disparate.[73] In such cases, such companies were not included in the data set as having a dual-class voting stock structure.

Executive Officer and Director Stock Ownership Guidelines

Generally companies disclose whether they have, and details regarding, any stock ownership requirements for executive officers and directors in the Compensation Discussion and Analysis (CD&A) sections and Director

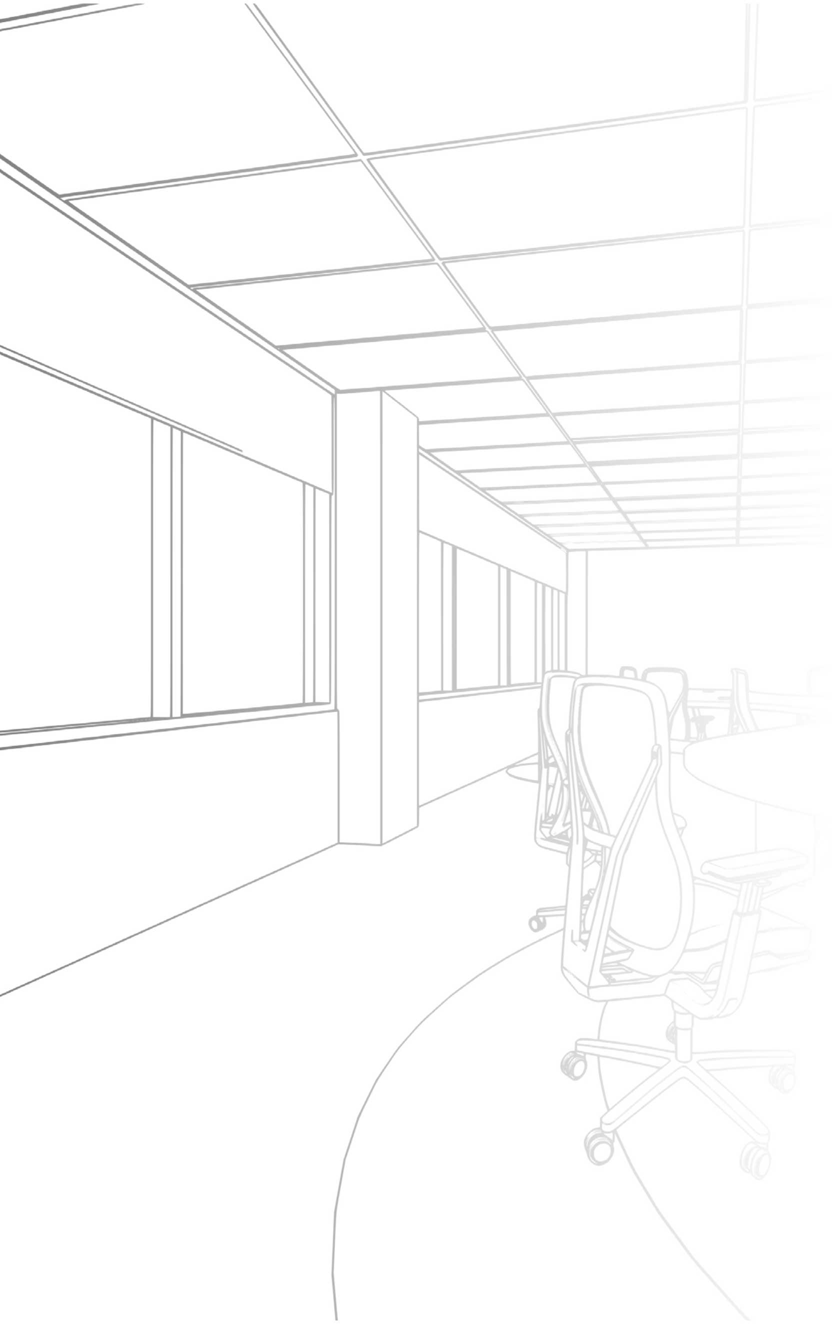
71 Companies that reported an actual numerical ownership percentage that happened to be less than 1% were included in the data set with the numerical ownership percentage reported.

72 See Council of Institutional Investors "FAQ: Majority Voting for Directors" for a more fulsome explanation and discussion of these classifications.

73 E.g., where the company might have a class of preferred stock outstanding in addition to its common stock and each share of preferred stock is entitled to more votes than each share of common stock, but the preferred stock is also convertible to common stock at the same ratio as the ratio of votes per share of preferred to votes per share of common. Some editorial judgment was necessarily applied in drawing such distinctions.

Methodology

Continued



Compensation sections of their proxy statements.[74] However, the SEC only began requiring that the CD&A section be included in proxy statements filed on or after December 15, 2006. Further, SEC rules do not strictly call for disclosure of director stock ownership requirements. In our experience, companies that had such executive officer or director ownership guidelines generally have disclosed them for stockholder-relations reasons even in the absence of such requirements. In addition, where a company later disclosed stock ownership requirements and provided a history of those guidelines that indicated that they were adopted in prior years, we have retroactively applied that information in our data set (even though those guidelines were not discussed in the proxy statement covering that prior period).[75] Consequently, we believe that the trend information regarding stock ownership guidelines presented in this report is fairly representative of company practices in this area.

Executive Officers

SEC regulations define the term "executive officer" as a company's "president, any vice president of the [company] in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the [company]."[76] A company's determination of executive officers under this definition is an inherently factual one, with the focus less on a person's title and more on their actual duties or substantive role within the company. The SEC staff will not provide advice or concurrence regarding a determination. So companies, with the advice of their counsel, must apply the facts, judicial decisions and various statements by the SEC staff when applying the rule.[77] We have not tried to second-guess these inherently subjective conclusions, and have simply accepted the executive officer determinations made by companies and/or their boards as reflected in their SEC filings.[78] It is possible that the number of executive officers is effectively systematically under-reported due to the timing of executive departures.[79]

In some companies, a single executive may hold more than one of these positions, with such executive consequently counted in more than one of the types of executives when discussing executive officer makeup — but such executive is counted only once when discussing the overall number of executive officers.[80] In addition, some companies have more than one person holding positions with the same or overlapping titles,[81] in which case the position is counted only once when discussing executive officer makeup, but the executives are counted separately when discussing overall number of executive officers.

74 Among the items that the SEC listed as examples of material elements of the company's compensation for the named executive officers to be included in CD&A is "the company's equity or other security ownership requirements or guidelines and any company policies regarding hedging the economic risk of such ownership." See current Item 402(b)(2)(xiii) of Regulation S-K, which requires such disclosure.

75 This was a fairly rare circumstance.

76 See Rule 3b-7 under the Securities Exchange Act of 1934, as amended. The rule goes on to provide that "[e]xecutive officers of subsidiaries [of a company] may be deemed executive officers of the [parent company] if they perform such policy making functions for the [parent company]."

77 As noted in "Study: Benchmarking the Number of 'Executive Officers'" by TheCorporateCounsel.net and LogixData, "[i]n particular, determining whether a business unit, division or function is a 'principal' one — or whether a person's sphere of responsibility involves significant policymaking — can be challenging. Internal company politics can play a role too. Sometimes people are deemed to be 'executive officers' even though they really do not have important functions or policymaking responsibilities, but are deemed as such because the company doesn't want to tell them that their stature isn't equal to others at the same level on the organization chart, etc." Companies and their advisors often use as a starting point in this analysis an informal rule of thumb that any officer who reports directly to the CEO (or sometimes president) should be presumed to be an executive officer, absent meaningful substantive indicia to the contrary.

78 As a practical matter, the judgment of who is an executive officer is made annually by the board of directors of most companies at the time the board approves the list of executive officers in connection with the filing of their Forms 10-K (or proxy statement).

79 For example, if an executive officer resigns shortly prior to the filing of the company's proxy statement and the company has not yet hired a replacement (even though it intends to do so — and in fact for most of the years preceding and succeeding the filing has a person filling the position of the departed executive), then that company may list one fewer executive officer in its proxy statement than it generally has in practice.

80 E.g., a person with the title president and CFO or a person with the title GC and senior vice president of corporate development.

81 E.g., co-presidents.

Methodology

Continued

Gender

In almost all cases, the proxy statement or other company SEC filings clearly identify the gender of each of its executive officers and directors.[82] In a small number of instances, we resorted to limited supplemental research (apart from reviewing SEC filings) to identify gender.[83] This generally took the form of researching a relevant individual on freely available public sources.[84] We accepted the gender identifications in SEC filings or such supplemental sources at face value.

Outliers

For purposes of the distribution graphs (such as those at the bottom of page 9), outliers have been determined by applying a fence equal to 1.5 times the interdecile range (i.e., the difference between the first and ninth decile amounts multiplied by 1.5). Any result beyond that fence is shown as an outlier (represented by a ◆).

82 I.e., through the use of the prefix “Mr.” or “Ms.” or pronouns “his” or “her” in the individual’s biographical description or elsewhere in the filing(s).

83 Most typically these involved instances in which the prefix “Dr.” was consistently used (and the prefixes “Mr.” or “Ms.” or gendered pronouns were not).

84 I.e., the bios for such individual on the relevant company’s web page or the web pages for other companies for which the individual serves as an executive officer or director, LinkedIn profiles, biographical profiles prepared by reputable online sources, etc.

List of Companies Included

SV 150 (By Rank)

1	Apple	31	NetApp	61	BioMarin Pharmaceutical	91	Xperi Corp	121	Sumo Logic Inc
2	Alphabet	32	Agilent Technologies	62	Stitch Fix	92	GoPro	122	Anaplan Inc
3	Facebook	33	Concentrix Corp	63	Roku	93	Crowdstrike Holdings	123	Quotient Technology Inc
4	Intel Corporation	34	Intuitive Surgical	64	Twilio	94	Yelp	124	Five9 Inc
5	HP	35	ServiceNow	65	Lumentum Holdings	95	Cloudera	125	Eventbrite Inc
6	Cisco Systems	36	Juniper Networks	66	Pinterest	96	Okta	126	Cloudflare Inc
7	Oracle Corporation	37	Workday	67	Pure Storage	97	Bloom Energy Corp	127	Natus Medical Inc
8	Tesla	38	Synopsys	68	McAfee Corp	98	Unity Software	128	Natera Inc
9	Hewlett Packard Enterprise Co	39	Autodesk	69	Veeva Systems	99	Box	129	Harmonic Inc
10	Netflix	40	Palo Alto Networks	70	DocuSign	100	Guidewire Software	130	Accuray Inc
11	Gilead Sciences	41	Twitter	71	Ultra Clean Holdings	101	FormFactor	131	SVMK Inc
12	Broadcom	42	Airbnb	72	Infinera Corp	102	Inphi Corp	132	Upwork Inc
13	SYNNEX Corp	43	Super Micro Computer	73	Fair Isaac Corp	103	Affirm Holdings	133	NeoPhotonics Corp
14	PayPal Holdings	44	Trimble	74	Nutanix	104	1Life Healthcare	134	Qualys Inc
15	salesforce.com	45	Varian Medical Systems	75	Synaptics	105	New Relic	135	Nevro Corp
16	Applied Materials	46	Xilinx	76	Dolby Laboratories	106	Chegg	136	Arlo Technologies Inc
17	NVIDIA Corporation	47	Avaya Holdings Corp	77	NETGEAR	107	Snowflake	137	Corcept Therapeutics Inc
18	Western Digital Corp	48	DoorDash	78	Coherent	108	eHealth	138	Skillz Inc
19	Adobe	49	Cadence Design Systems	79	RingCentral	109	Penumbra	139	Quantum Corp
20	Uber Technologies	50	Zoom Video Communications	80	SMART Global Holdings	110	Elastic NV	140	Innoviva Inc
21	Lam Research Corp	51	Fortinet	81	Viavi Solutions	111	Coupa Software	141	Denali Therapeutics Inc
22	eBay	52	Bio-Rad Laboratories	82	Proofpoint	112	Calix	142	LendingClub Corp
23	Advanced Micro Devices	53	ContextLogic	83	Zendesk	113	Glu Mobile	143	Zuora Inc
24	Square	54	Align Technology	84	Exelixis	114	Alpha & Omega Semiconductor Ltd	144	The RealReal Inc
25	Intuit	55	Lyft	85	FireEye	115	Zscaler	145	10X Genomics Inc
26	Opendoor Technologies	56	Maxim Integrated Products	86	Sunrun	116	QuinStreet	146	Fastly Inc
27	Sanmina Corp	57	Arista Networks	87	Ichor Holdings Ltd	117	8x8	147	Guardant Health Inc
28	KLA Corp	58	Splunk	88	Extreme Networks	118	Power Integrations	148	Invitae Corp
29	Equinix	59	Zynga	89	Slack Technologies	119	Medallia	149	Ultragenyx Pharmaceutical Inc
30	Electronic Arts	60	Dropbox	90	Omnicell	120	Coherus Biosciences	150	iRhythm Technologies Inc

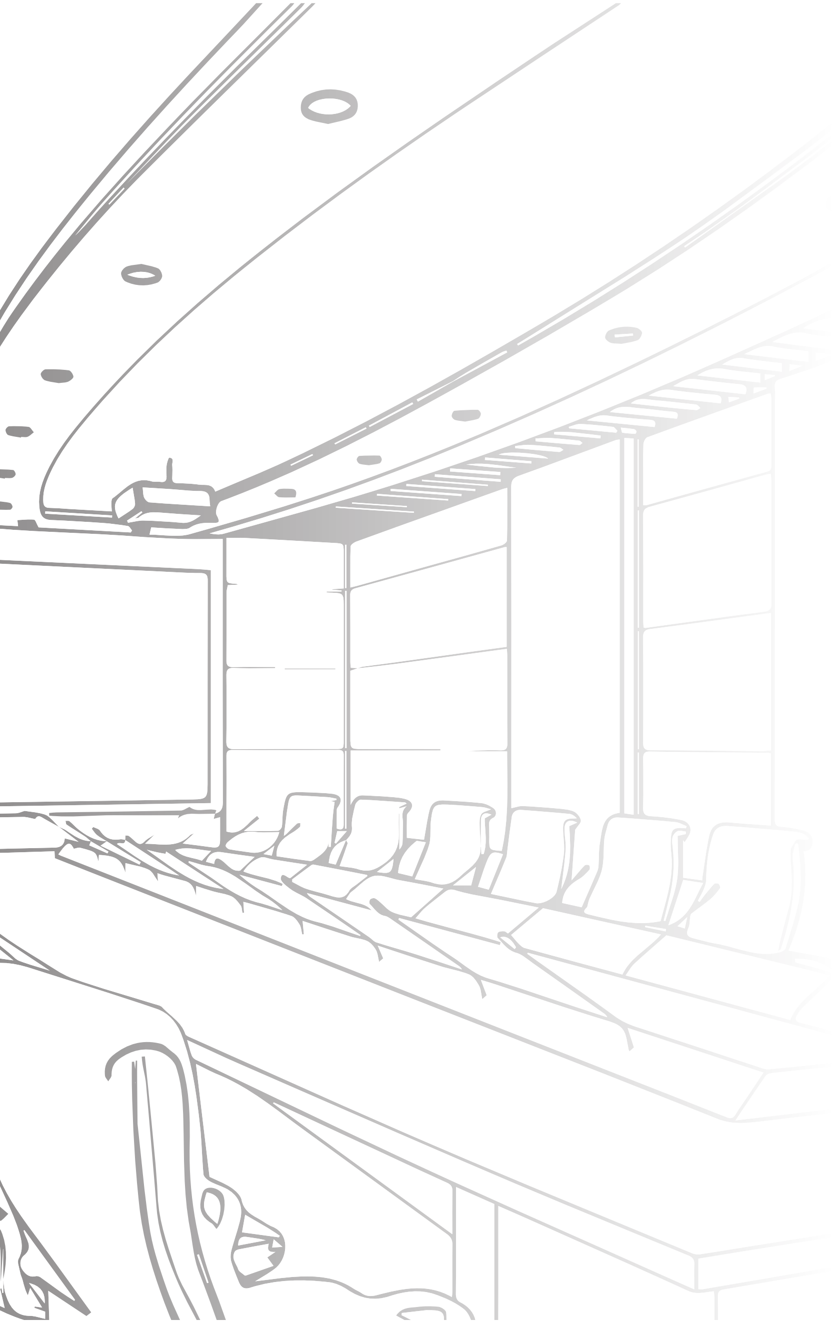
For more information on the SV 150, visit 2021 Fenwick – Bloomberg Law SV 150 List.

List of Companies Included

S&P 100 (Alphabetically)

3M Company
Abbott Laboratories
AbbVie
Accenture plc
Adobe
Allstate Corporation, The
Alphabet
Altria Group
Amazon.com
American Express Company
American International Group
American Tower Corporation (REIT)
Amgen
Apple
AT&T
Bank of America Corporation
Bank of New York Mellon Corporation, The
Berkshire Hathaway
Biogen
BlackRock
Boeing Company, The
Booking Holdings
Bristol-Myers Squibb Company
Capital One Financial Corporation
Caterpillar
Charter Communications
Chevron Corporation
Cisco Systems
Citigroup
Coca-Cola Company, The
Colgate-Palmolive Company
Comcast Corporation
ConocoPhillips
Costco Wholesale Corporation
CVS Health Corporation
Danaher Corporation
Dow
Duke Energy Corporation
DuPont de Nemours
Eli Lilly and Company
Emerson Electric Co.
Exelon Corporation
Exxon Mobil Corporation
Facebook
FedEx Corporation
Ford Motor Company
General Dynamics Corporation
General Electric Company
General Motors Company
Gilead Sciences
Goldman Sachs Group, The
Home Depot, The
Honeywell International
Intel Corporation
International Business Machines Corporation
Johnson & Johnson
JPMorgan Chase & Co.
Kinder Morgan
Kraft Heinz Company, The
Lockheed Martin Corporation
Lowe's Companies
Mastercard Incorporated
McDonald's Corporation
Medtronic plc
Merck & Co.
MetLife
Microsoft Corporation
Mondelez International
Morgan Stanley
Netflix
NextEra Energy
NIKE
NVIDIA Corporation
Oracle Corporation
PayPal Holdings
PepsiCo
Pfizer
Philip Morris International
Procter & Gamble Company, The
QUALCOMM Incorporated
Raytheon Technologies Corporation
salesforce.com
Schlumberger Limited
Simon Property Group
Southern Company, The
Starbucks Corporation
Target Corporation
Tesla
Texas Instruments Incorporated
Thermo Fisher Scientific
U.S. Bancorp
Union Pacific Corporation
United Parcel Service
UnitedHealth Group Incorporated
Verizon Communications
Visa
Walgreens Boots Alliance
Walmart
Walt Disney Company, The
Wells Fargo & Company

About the Firm and Authors



About the Firm

Fenwick provides comprehensive legal services to technology and life sciences clients of national and international prominence. Fenwick is committed to providing innovative, cost-effective and practical legal services that focus on global technology industries and issues. We have built internationally recognized practices in a wide spectrum of corporate, intellectual property, tax and litigation areas. We have also received praise for our innovative use of technology, our pro bono work and diversity efforts. We differentiate ourselves by having a deep understanding of our clients' technologies, industry environments and business needs. For more information, visit www.fenwick.com.

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The efforts and expertise of the many associates and other researchers who have participated in the survey data gathering over the years, as well as the information graphics and design specialists who have assisted in the preparation of this report, are greatly appreciated.

The views expressed are those of the authors and do not necessarily represent the views of any other partner of Fenwick & West LLP or the firm as a whole, nor do they necessarily represent the views of the firm's many clients that are mentioned in this report or are constituents of either the Fenwick – Bloomberg Law Silicon Valley 150 List or the S&P 100 index.

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