



FENWICK

2020 Proxy Season Results in Silicon Valley and Large Companies Nationwide

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Full Bio

David A. Bell co-chairs Fenwick’s corporate governance practice. His practice also includes counseling public companies in corporate, securities and compliance matters, as well as initial public offerings, mergers and acquisitions, venture capital financings, intellectual property licensing and advising startup companies. He represents a wide range of technology companies, from privately held startups to publicly traded corporations. David is a Fellow of the American College of Governance Counsel.

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Overview

Shareholder activism has been a significant phenomenon amongst the largest U.S. public companies, with activists of a variety of stripes waging campaigns on a wide range of issues. As such activism has continued to grow, it has spread to Silicon Valley companies. In addition, state corporate law, the requirements of the rules and regulations of the U.S. Securities and Exchange Commission or stock exchanges, corporate governance practices and tax laws also lead companies to place a variety of proposals before stockholders for approval.

As a companion supplement to Fenwick's "*Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*"¹ survey, this report summarizes significant developments relating to stockholder voting at annual meetings in the 2020 proxy season among the technology and life sciences companies included in the Fenwick – Bloomberg Law Silicon Valley 150 List² (SV 150). Our report also includes stockholder voting developments at the large public companies included in the Standard & Poor's 100 Index (S&P 100), as trends typical in the S&P 100 have often migrated to Silicon Valley. We highlight statistics underscoring developments in director elections, "say-on-pay," and a variety of other compensation, governance and policy matters.

Annual Meeting Proposals and Voting

In the 2020 proxy season,³ 146 of the SV 150 companies and 98 of the S&P 100 companies held annual meetings.⁴ Generally, such annual meetings will, at a minimum, include voting with respect to election of directors and ratification of the selection of the auditors of the company's financial

statements. Fairly frequently, it will also include an advisory vote with respect to named executive officer compensation ("say-on-pay").

Increasingly, annual meetings will also include voting on one or more of a variety of proposals that may have been put forth by the company's board of directors or by a stockholder that has met the requirements of the company's bylaws and applicable federal securities regulations. In addition to being broken down by proponent, the proposals can generally be categorized by major subject area: compensation, governance, policy issues and other general business. Within each of these major subject areas, there are topics that occur with some frequency either historically or as a new trend.⁵ In addition to providing results for the matters commonly voted on at annual meetings (director elections, auditor approval and "say-on-pay"), this report provides breakdowns and results of voting in these other major subject categories and topics within them.

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

In 2020, there were approximately 245 public technology and life sciences companies in "Silicon Valley,"⁶ of which the [Fenwick – Bloomberg Law SV 150 List](#) captures those that are the largest by one measure — revenue.⁷ The

¹ The 2020 edition of *Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*, covering data through the 2020 proxy season, will be published in the fourth quarter. The 2019 edition is available at <https://fenwick.com/CorporateGovernance>.

² The Fenwick – Bloomberg Law SV 150 List was created by Fenwick & West in partnership with Bloomberg Law to rank Silicon Valley's largest public companies by revenue. See the Methodology section starting on page 37.

³ See "Methodology—Proxy Season / Proxy Statements" below for a discussion of the definition of the proxy season for purposes of this report.

⁴ See footnote 60 and associated text for a discussion of the companies that did not hold annual meetings.

⁵ See the "Methodology—Taxonomy of Proposals" section for a discussion of the topics included in each subject area category.

⁶ The number fluctuates constantly as some companies complete initial public offerings and others are acquired. As of October 5, 2020, [D&B Hoovers](#) included 309 public companies headquartered in Silicon Valley (which was historically defined by *The Mercury News* [fka the San Jose Mercury News] as Alameda, Contra Costa, San Francisco, San Mateo and Santa Clara counties, when they published the SV 150 List). Of the 309 public companies in Silicon Valley, we consider approximately 245 of them technology or life sciences companies based on their "D&B Hoovers 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 slowly in recent years. See "[What the 'Tech Exodus' Could Mean for Silicon Valley](#)," (*Bloomberg*, August 18, 2020), "[From the Editor's Desk: Is Silicon Valley Still the Epicenter of the Startup Universe](#)" (*Crunchbase News*, August 21, 2020) and "[In Boom and Bust San Francisco, Pandemic Brings Grim New Reality](#)," (*Bloomberg*, May 28, 2020).

⁷ Based on review of the "D&B Hoovers Industry" descriptions, there are approximately 65 public companies that are outside of the technology or life sciences industries but are located in the Silicon Valley region (defined as Alameda, Contra Costa, San Francisco, San Mateo and Santa Clara counties) (see footnote 6). 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 52.

Overview

Continued

2020 constituent companies of the SV 150 range from Apple and Alphabet, with revenue of approximately \$268B and \$162B, respectively, to Ooma and Model N, with revenue of approximately \$152M and \$145M, respectively, in each case for the four quarters ended on or about December 31, 2019. Apple went public in 1980, Alphabet (as Google) in 2004, Ooma in 2003, and Model N in 1999, with the top 15 companies averaging 19 more years as a public company than the bottom 15 companies in the SV 150. Apple and Alphabet's peers clearly include companies in the S&P 100, of which they are also constituent members (11 companies were constituents of both indices for the survey in the 2020 proxy season⁸), where market capitalization averages approximately \$374B.⁹ Ooma and Model N's peers are smaller technology and life sciences companies that have market capitalizations well under \$1B, many of which went public relatively recently. In terms of number of employees, the SV 150 averages approximately 12,300 employees, ranging from SYNEX, with 235,000 employees spread around the world in dozens of countries, to companies such as Aemetis, with 160 employees in the U.S. and India, as of the end of their respective fiscal years 2019 (Innoviva, ranked 131 in the SV 150, has the fewest full-time employees — six).

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 U.S. 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.

⁸ The 11 companies that were members of both the SV 150 and the S&P 100 in the 2020 proxy season (with their SV 150 rank) are: Apple (1), Alphabet (2), Intel (3), Facebook (4), Cisco (6), Oracle (7), Gilead Sciences (12), Netflix (13), PayPal Holdings (14), Adobe (19) and NVIDIA (20).

⁹ The average market capitalization of the SV 150 at the time of announcement of the current index list (see footnote 52) was approximately \$38.9B, ranging from Aemetis at approximately \$19M to Apple at approximately \$1.3T, with a median of \$5.4B. The median revenue of the SV 150 for the four quarters ended on or about December 31, 2019, was approximately \$986M. It is also worth noting that for the 2020 proxy season year, 39 of the SV 150 companies were also constituents of the most recent S&P 500.

generally.¹⁰ 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 144,000 employees and include Walmart with 2.2 million employees in more than two dozen countries at its most recent fiscal year end.

It is also 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 20% of SV 150 companies have 10,000 employees or more, compared to 94% of S&P 100 companies (with 98% of the S&P 100 having 5,000 or more employees, compared to 33% of the SV 150). 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).

The 2020 constituent companies of the S&P 100 range from the aforementioned Walmart, with revenue of approximately \$521.1B, market capitalization of approximately \$338.8B and approximately 2.2 million employees, to Simon Property Group with revenue of approximately \$5.6B, market capitalization of approximately \$45.3B and 4,500 employees. The average market capitalization of the S&P 100 was approximately \$190B, ranging from Allstate at approximately \$36.2B to Apple at approximately \$1.3T, with a median of \$125B. The median revenue of the S&P 100 for the four quarters ended on or about December 31, 2019, was approximately \$39.6B. The industries included in the S&P 100 range from financial services to apparel, food products, air transport and more.

¹⁰ 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](#).

Overview

Continued

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

While not specifically studied in this report, it is worth noting that governance practices range broadly among the companies in the Fenwick – Bloomberg Law SV 150 (whether measured in terms of size, age or revenue). Comparison of governance practice statistics and trends for the top 15,¹¹ top 50,¹² middle 50¹³ and bottom 50¹⁴ companies of the SV 150 (in terms of revenue) bears this out.¹⁵ 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 report¹⁶) may be obtained by consulting your Fenwick securities partner.

¹¹ The top 15 of the SV 150 includes companies, 11 of which are included in the S&P 100 (see footnote 8), with revenue of approximately \$17B or more and market capitalizations averaging \$281B, ranging from Salesforce at approximately \$6.6B to Apple at approximately \$1.3T at the time of announcement of the current index list (see footnote 52).

¹² The top 50 of the SV 150 includes companies with revenue of approximately \$2.2B or more and market capitalizations averaging \$108.4B, ranging from Super Micro Computer at approximately \$1.2B to Apple at approximately \$1.3T at the time of announcement of the current index list (footnote 52).

¹³ The middle 50 of the SV 150 includes companies with revenue of at least approximately \$481M but less than approximately \$2.2B and market capitalizations averaging \$6.3B, ranging from GoPro at approximately \$669M to Veeva Systems at approximately \$15.2B at the time of announcement of the current index list (footnote 52).

¹⁴ The bottom 50 includes companies with revenue of at least approximately \$145M but less than \$457M and market capitalizations averaging \$2.2B, ranging from Aemetis at approximately \$19M to Coupa Software at approximately \$9.6B at the time of announcement of the current index list (footnote 52).

¹⁵ Contrasting the top 15 or top 20 SV 150 companies (in the latter case, companies with revenue of approximately \$11B or more and market capitalizations averaging \$232B at the time of announcement of the current index list) against the remaining SV 150 companies is similarly enlightening (footnote 52). In 2020, the SV 150 included 19 life sciences companies (broadly defined) and 131 technology companies. There are also some differences between technology and life sciences companies as groups within the SV 150.

¹⁶ 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.

Annual Meeting Participation

One of the basic questions of shareholder democracy is whether stockholders participate at annual meetings at levels such that the results can be seen as, in some meaningful sense, representative of the interests of stockholders as a whole. In the 2020 proxy season, an average of approximately 87.9% of shares of SV 150 companies were represented in person or by proxy at company annual meetings. In addition to the approximately 12.1% that were not represented, approximately 11.9% of eligible shares were represented via proxy by brokers who did not receive instructions as to voting for the bulk of matters for which broker discretionary voting is not permitted (so-called “broker non-votes”).¹⁷ This compares to approximately 13.8% not represented and approximately 13.7% broker non-votes in the S&P 100 in the same period. However, the ranges of representation and voting were somewhat broader in the SV 150 than the S&P 100 (e.g., 54.1% – 100% voting in the SV 150, compared to 67.3% – 96.8% voting in the S&P 100).

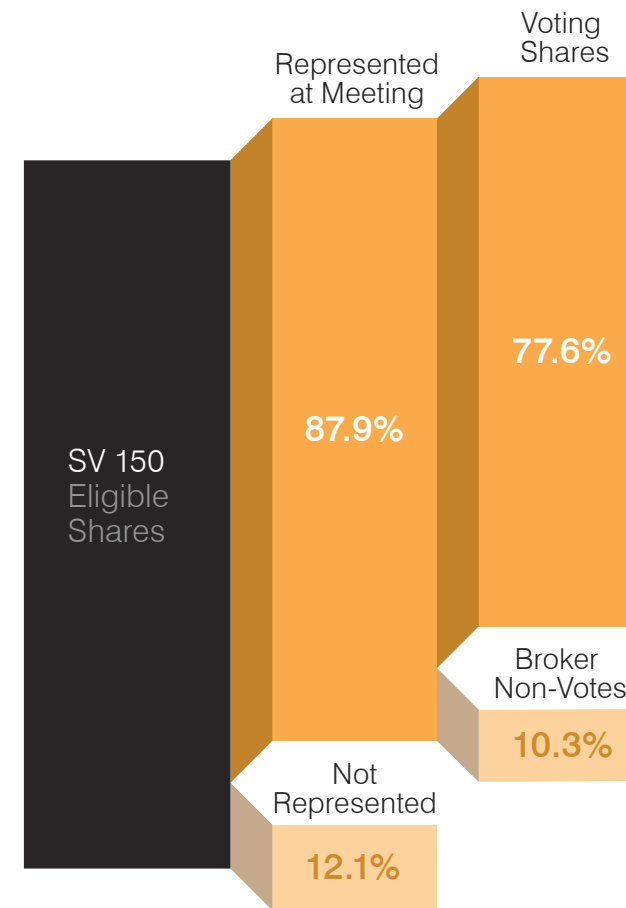
¹⁷ [New York Stock Exchange Rule 452](#) governing brokers (which consequently applies to shares listed on other stock exchanges) significantly limits discretionary voting by brokers when they have not received voting instructions from the beneficial owners of the shares. As a practical matter, discretionary voting is generally limited to voting with respect to ratification of the company’s auditors. Generally, broker non-votes are counted for purposes of determining the presence of a quorum to validly conduct business, but are otherwise disregarded for purposes of determining the outcome of matters voted upon at the meeting. There are exceptions, such as matters requiring approval of a majority or super-majority of shares outstanding (such as amendments to the company’s certificate of incorporation or approval of a merger). In such instances, broker non-votes and shares not represented are effectively the same as votes against the matter.

Annual Meeting Participation

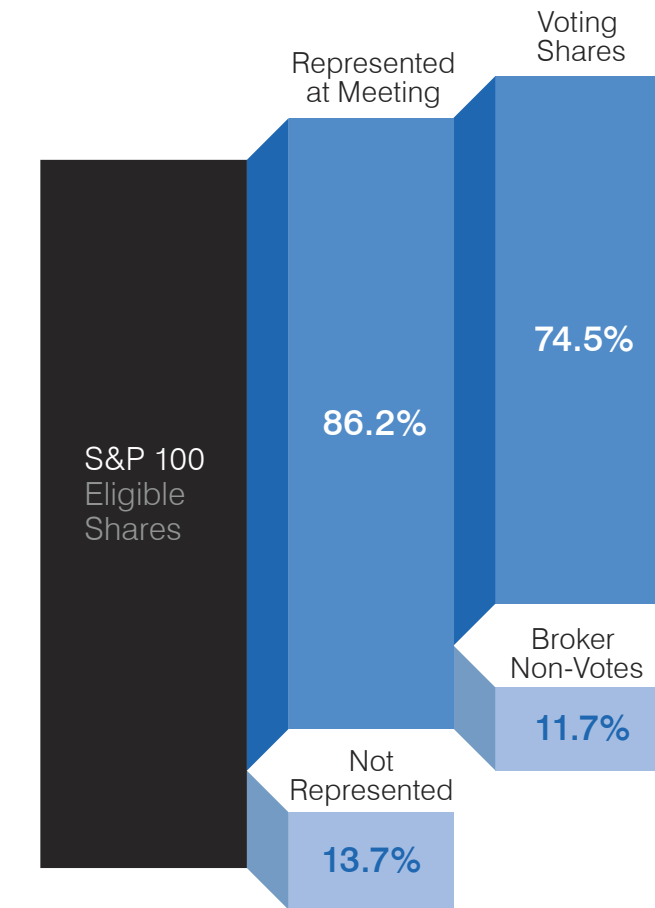
The graphs on this page show the average percentage of shares eligible to vote at annual meetings that were represented and that voted at the annual meetings of the companies in the SV 150 and S&P 100 in the 2020 proxy season.

VOTING SHARES — BRANCHING AVERAGE PERCENTAGE — 2020 PROXY SEASON

SV 150



S&P 100



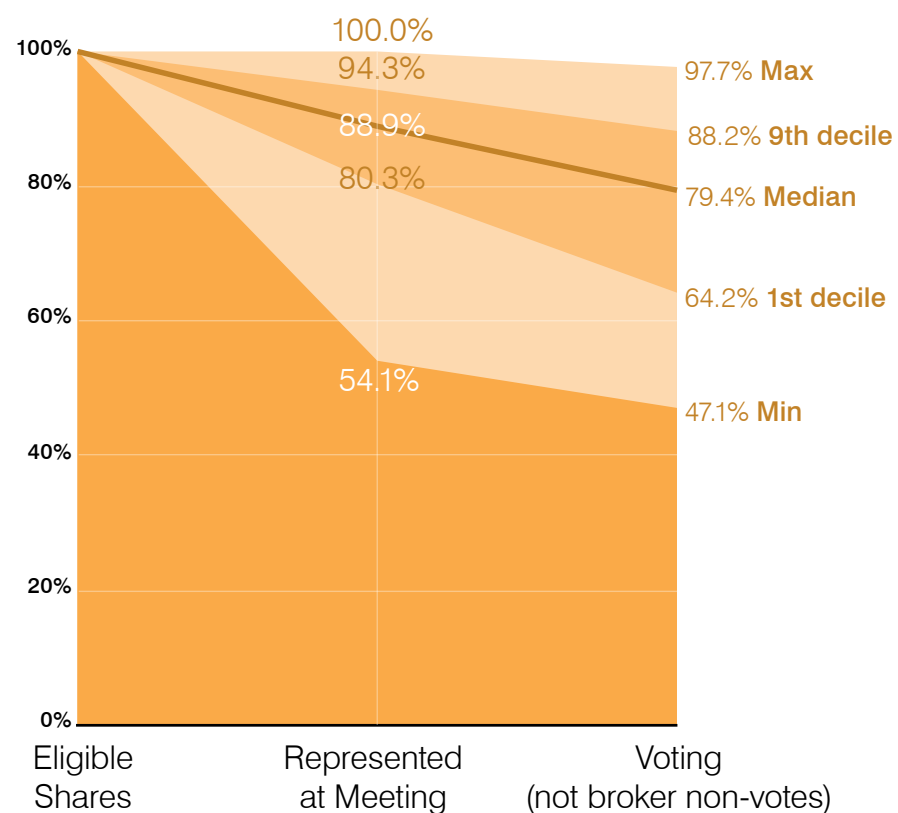
Annual Meeting Participation

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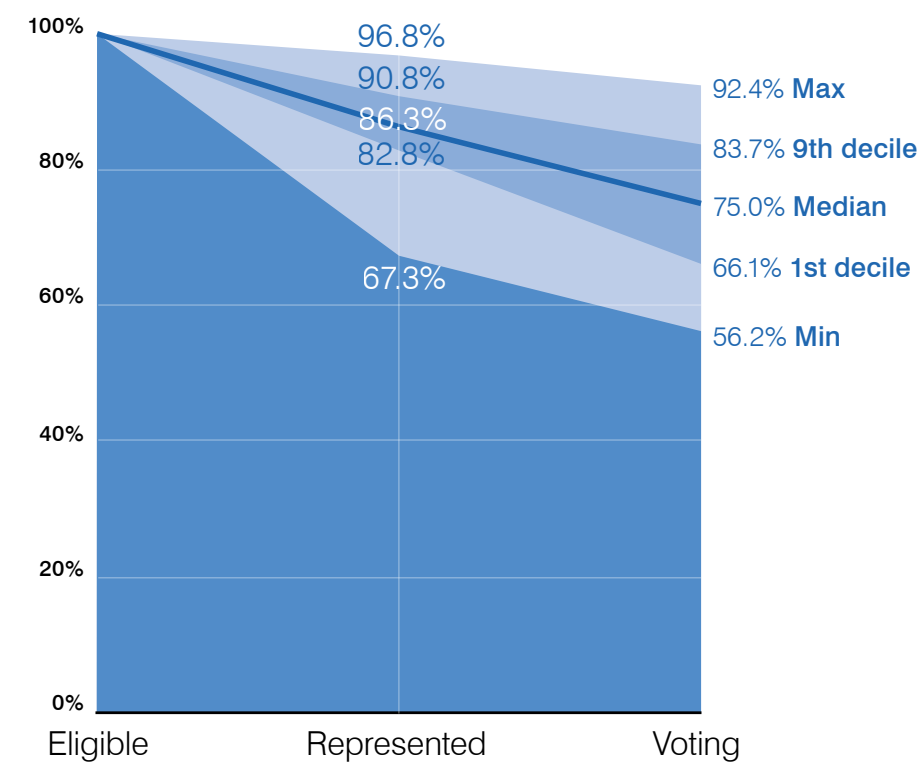
The graphs on this page show the distribution by percentage of shares eligible, of the shares that were represented and the shares that voted at the annual meetings of the companies in the SV 150 and S&P 100 in the 2020 proxy season (showing the median percentage, maximum and minimum percentages for the group, and the cutoffs for the deciles with the lowest and greatest percentage of shares represented or voting).

DISTRIBUTION OF REPRESENTED AND VOTED SHARES — 2020 PROXY SEASON

SV 150



S&P 100



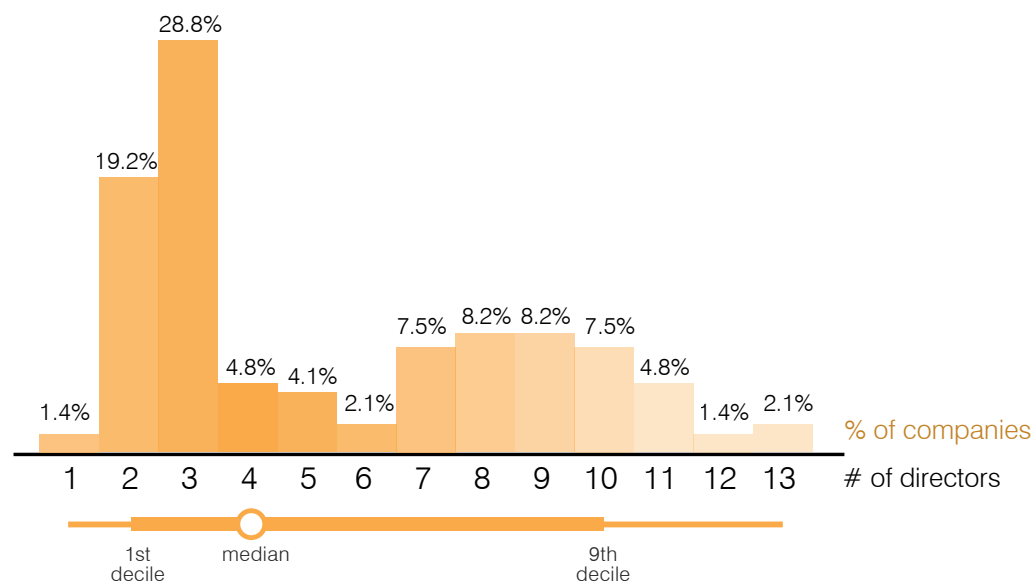
Director Elections

The average size of the board slate actually up for election among the SV 150 was 5.4 directors (median = four), compared to 11.2 directors among the S&P 100 (median = 12). The most common number of directors being elected (mode) was three directors, with the number ranging from one to 13 directors being elected in the SV 150 (compared to a mode of 12 and range of three to 17 directors among the S&P 100). This is largely driven by classified boards, which were present in 55.3% of SV 150 companies in 2020¹⁸ (compared to only 5.0% among the S&P 100).

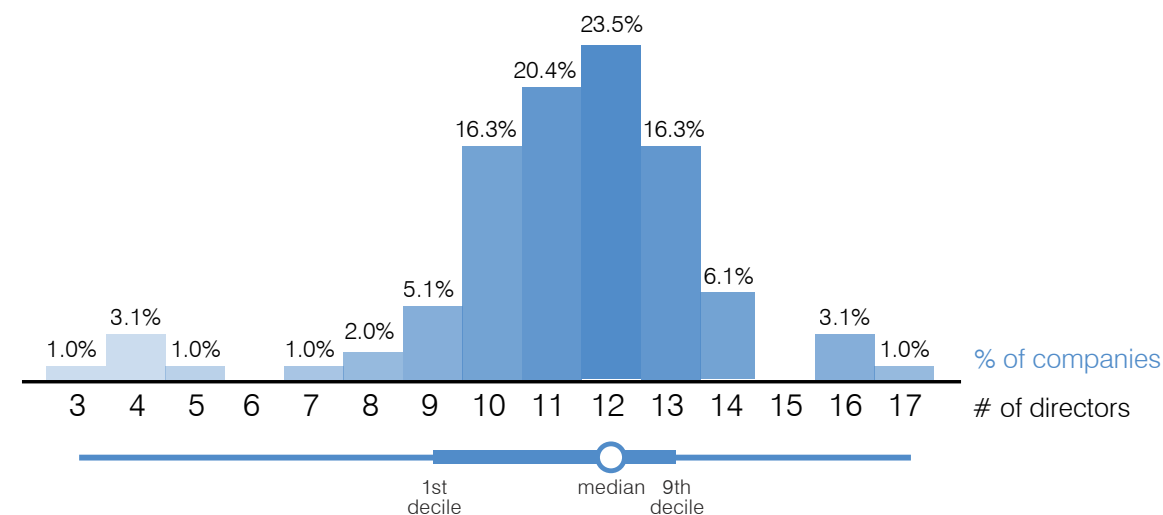
The graphs on this page show the distribution by number of director nominees for election at the annual meeting among the SV 150 companies and S&P 100 companies during the 2020 proxy season (including the median and the cutoffs for the decile with the most and fewest nominees).

DIRECTOR ELECTIONS — DISTRIBUTION BY NUMBER OF DIRECTOR NOMINEES

SV 150
2020



S&P 100
2020



¹⁸ For a more detailed discussion of classified boards, including trends and comparisons to the large public companies in the S&P 100, as well as a breakdown of data for the top 15, top 50, middle 50 and bottom 50 of the SV 150, see the most recent edition of *Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*, available at <https://fenwick.com/CorporateGovernance>.

Director Elections

Continued

Contested Elections

For the second consecutive year, there were no contested elections in the SV 150 or the S&P 100. Xerox had submitted a competing slate of officers for the HP board of directors in an attempt at a hostile takeover, but withdrew its proposal before the election.¹⁹

Uncontested Elections

There were 146 uncontested elections of directors in the SV 150 (and 98 in the S&P 100). Since they were uncontested, election of the board-nominated candidates was generally not in doubt, subject only to any applicable majority voting policy.²⁰ In the 2020 proxy season, all but four directors in the SV 150 and one director in the S&P 100 received more “for” votes than “against” or “withheld” in uncontested elections (compared to none in either group in 2019).

In the SV 150, the median of the average percentage of votes for (as opposed to votes against or withheld)²¹ each company’s nominees was 96.2%, ranging from 59.6% up to 99.8% on average who voted for the board-sponsored nominees (compared to a median of 97.1% and range of 59.6% to 99.4% in the S&P 100).

Approximately 22.6% of the SV 150 that had uncontested elections (or 33 companies) had an average of 10% or more of the vote against or withheld from their board-nominated candidates (compared to 5.1%, or five companies, in the S&P 100). That percentage decreases to 12.3% (or 18 companies) that had 20% or more of the vote against or withheld from their nominees (compared to one in the S&P 100).

Uncontested Director Elections	SV 150			Top 15			Top 50			Middle 50			Bottom 50			S&P 100		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Number of Companies Holding Director Elections	146	143	142	15	15	15	49	50	49	49	45	45	48	48	48	98	99	97
Average of Average %age of Shares For (of Votes Cast or Withheld)	92.4	93.2	94.4	92.5	92.1	96.3	94.2	94.5	96.2	92.8	92.7	95.6	90.1	92.4	91.4	95.8	94.8	97.0
Average of Average %age of Shares For (of Shares Represented)	81.6	80.1	80.8	80.7	77.3	82.8	84.2	82.8	84.2	83.2	79.0	81.9	77.3	78.3	76.4	82.6	80.6	83.2
Average of Average %age of Shares For (of Shares Eligible)	71.2	70.2	71.1	72.2	68.2	72.5	74.8	72.6	73.7	66.5	70.8	73.1	70.4	67.3	66.6	70.3	69.5	72.2

¹⁹ See “Methodology—Contested / Uncontested Elections of Directors” for a discussion of which elections are treated as contested or uncontested and related matters. See “Xerox to Drop its Hostile Bid for HP,” (Bloomberg, March 31, 2020)

²⁰ Generally, where some form of majority voting policy or requirement exists, each board nominee is required to receive more votes “for” their election than votes “withheld” (or “against” in instances where that choice is also offered). For a more detailed discussion of majority voting, including trends and comparisons to the large public companies in the S&P 100, as well as a breakdown of data for the top 15, top 50, middle 50 and bottom 50 of the SV 150, see the most recent edition of *Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*, available at <https://fenwick.com/CorporateGovernance>.

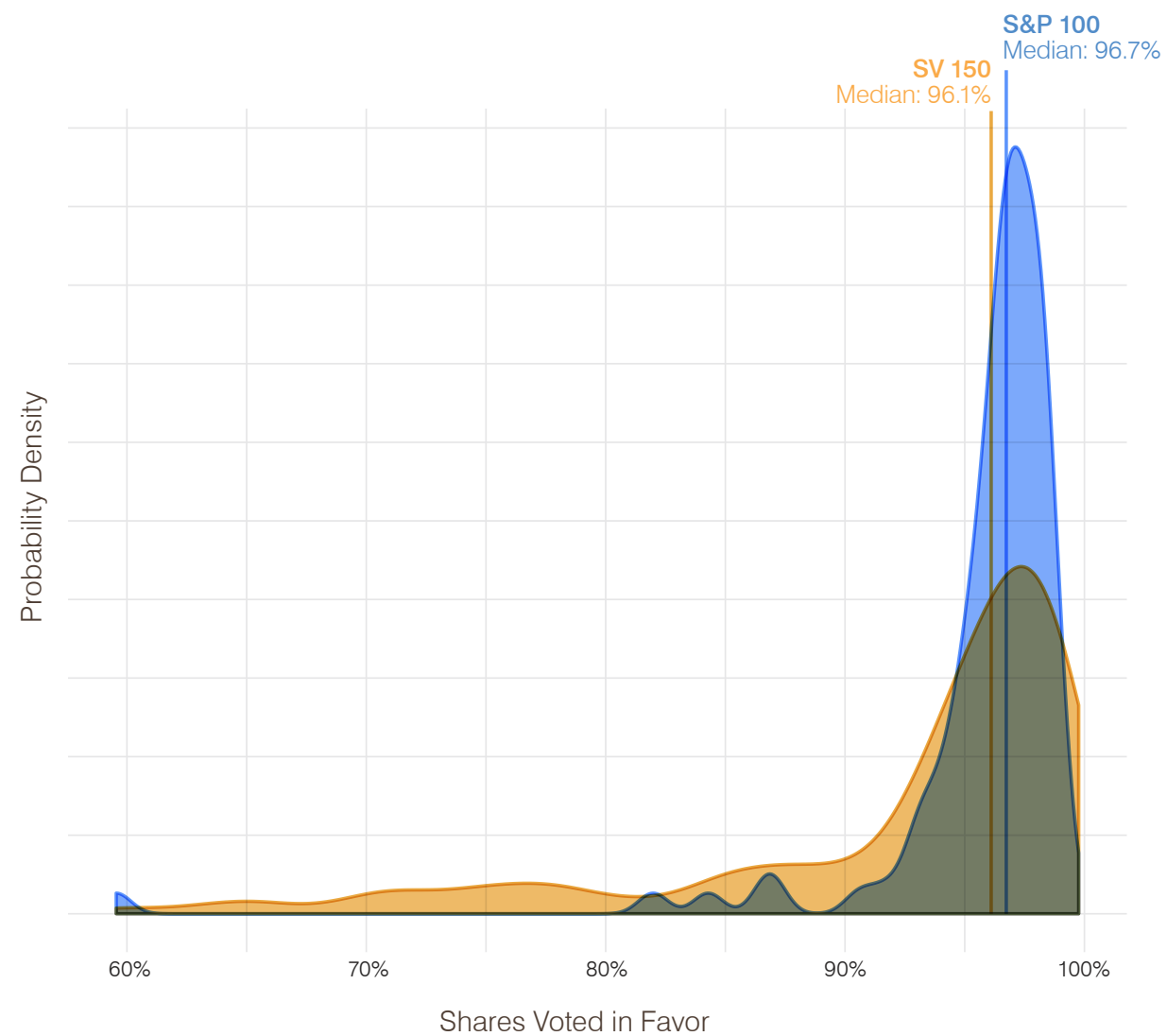
²¹ I.e., excluding broker non-votes (and shares that were not present or represented at the meeting).

Director Elections

Continued

The graph on this page shows the distribution by percentage approval for board-nominated director candidates among the SV 150 companies and S&P 100 companies during the 2020 proxy season (showing the median for each group).²²

BOARD SLATE APPROVAL DISTRIBUTION — SV 150 VS. S&P 100



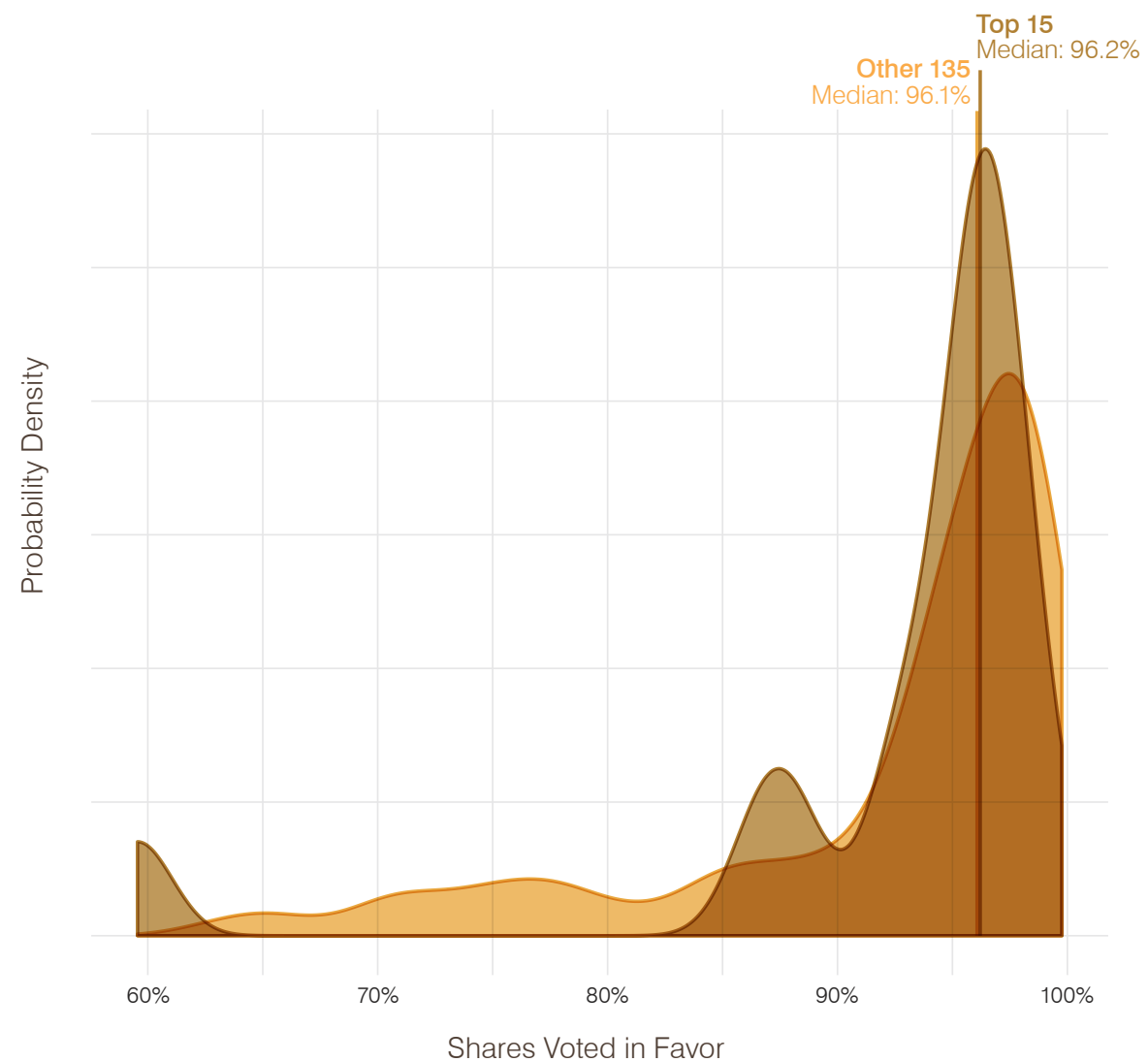
²² See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Director Elections

Continued

The graph on this page shows the distribution by percentage approval for board-nominated director candidates of the SV 150 companies broken down by the top 15 and remaining 135 companies during the 2020 proxy season (showing the median for each subgroup).²³

SV 150 BOARD SLATE APPROVAL DISTRIBUTION BREAKDOWN — TOP 15



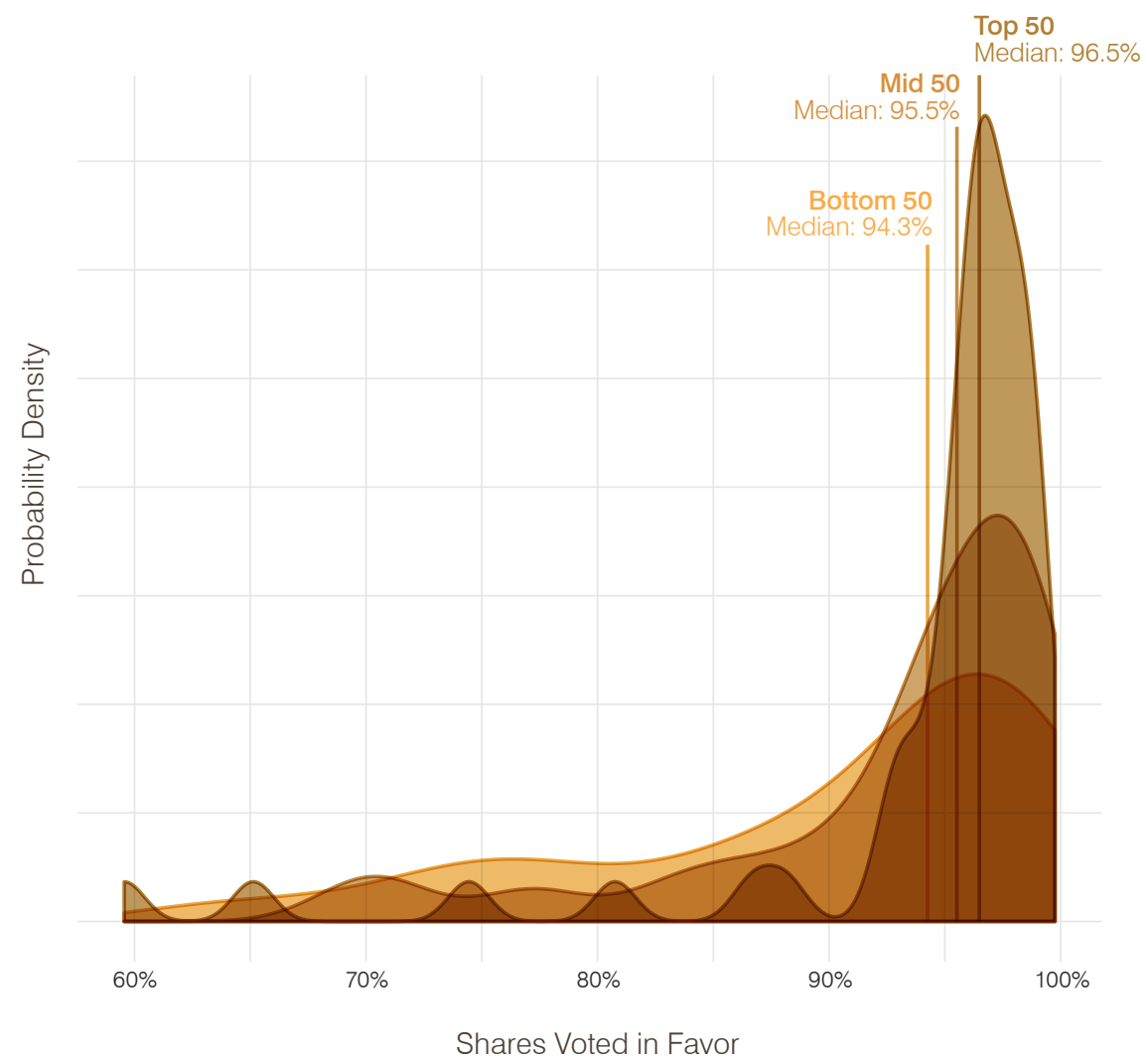
²³ See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Director Elections

Continued

The graph on this page shows the distribution by percentage approval for board-nominated director candidates of the SV 150 companies broken down by the top 50, middle 50 and bottom 50 companies during the 2020 proxy season (showing the median for each subgroup).²⁴

SV 150 BOARD SLATE APPROVAL DISTRIBUTION BREAKDOWN BY 50s



²⁴ See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Auditor Ratification

Companies are not required to seek stockholder approval of the independent public accounting firm that audits their financial statements. However, companies generally seek approval of their auditors in a non-binding vote at each annual meeting.²⁵ A total of 146 companies in the SV 150 and 97 companies (out of 98) of the S&P 100 that held annual meetings in the 2020 proxy season included auditor ratification among the matters being voted upon by stockholders.²⁶ Generally these votes are uncontroversial. Unsurprisingly, the selection of auditors was ratified at 100% for the SV 150 companies, and 99% for the S&P 100. In the SV 150, the median percentage approval was 99.4% with a range of 80.6% to 100% (compared to a median of 96.7% and range of 89.2% to 99.6% in the S&P 100).²⁷ Among SV 150 companies, only 4.8% had 5% or more that voted against or abstained with respect to auditor ratification (1.4% of companies had 10% or more that voted against/abstained).

The graph on this page shows the distribution by percentage approval of ratification of auditors among the SV 150 companies and S&P 100 companies during the 2020 proxy season (showing the median for each group).²⁸

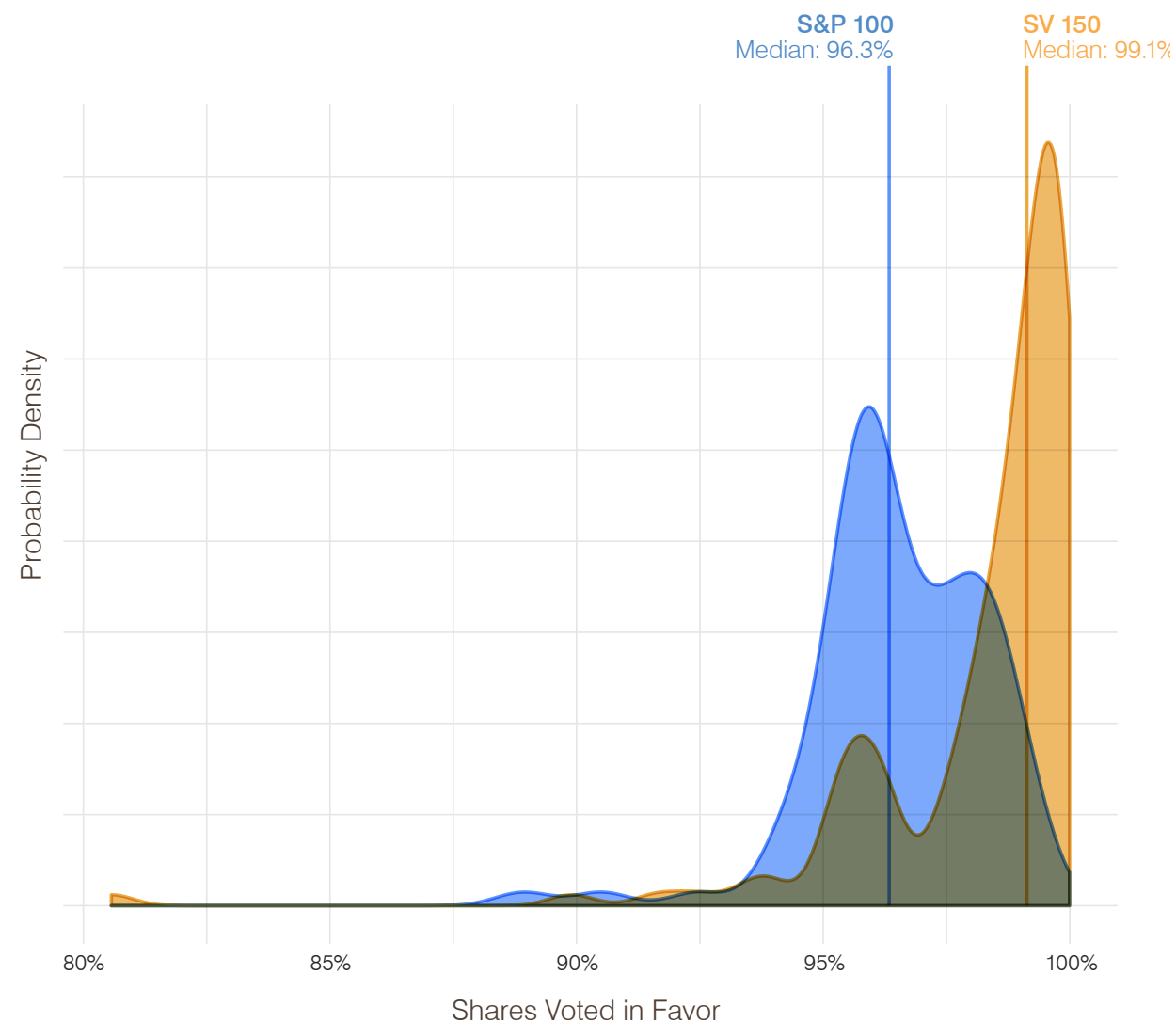
²⁵ Generally, this is done as a matter of stockholder relations (Glass Lewis will recommend voting against audit committee chair and potentially the full committee if auditor ratification is not sought), sometimes seen as a carryover from English practice where stockholder approval of the appointment of auditors is mandated. It may also have benefits in stockholder litigation. The reasons for seeking auditor ratification are beyond the scope of this report (suffice it to say that there is very limited literature on the subject). It has also been observed that, with the changes in permissible broker discretionary voting, the inclusion of auditor ratification may aid achievement of a voting quorum at annual meetings in marginal cases.

²⁶ All SV 150 companies that filed proxy results had auditor approval proposals. One company in the S&P 100 (Berkshire Hathaway) did not propose that its stockholders approve its auditor.

²⁷ The average approval in the SV 150 was 98.5% of shares voting or abstaining (compared to 98.3% in the S&P 100).

²⁸ In light of the very narrow range of the approval rate when measured as a percentage of shares voting or abstaining, as well as the different purposes of stockholder ratification, this graph includes all shares eligible as of the record date in the denominator (unlike the other similar graphics in this report). See "Methodology—Results (including Tables and Graphics)" below for a discussion of the representation of distribution as a probability density.

AUDITOR APPROVAL DISTRIBUTION — SV 150 VS. S&P 100



Say-on-Pay

Beginning in 2011, public companies have generally been required to hold a periodic non-binding vote on whether stockholders approve the compensation paid to the company's named executive officers, as disclosed in the proxy statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion (commonly referred to as a "say-on-pay" vote).²⁹ In the 2020 proxy season, 125 companies in the SV 150 held say-on-pay votes at their annual meetings (as did 98 companies in the S&P 100).³⁰ Of those, four companies in the SV 150 lost the say-on-pay vote (three in the S&P 100).³¹

In the SV 150, the average support was 89% of votes cast (ignoring abstentions and broker non-votes), with a median of 94.7% and range of 10.9% to 99.9% (compared to an average of 87.3% in the S&P 100, with a median of 93% and a range of 17.9% to 97.5%). If abstentions are included (effectively treated as non-support), average support in the SV 150 drops to 88.6%, with a median of 94% and range of 10.5% to 99.9% (compared to an average of 86.7% in the S&P 100, with a median of 92.1% and a range of 17.2% to 97.3%).

²⁹ See *Section 14A(a)(1)* of the Securities Exchange Act of 1934, as amended, and Rule 14a-21(a). The primary exception is "emerging growth companies," which are exempted from the requirement.

³⁰ Public companies are not required to hold say-on-pay votes every year (though many do). Rather, under *Section 14A(a)(1)* of the Securities Exchange Act of 1934, as amended, and Rule 14a-21(a), the say-on-pay vote must be held at least once every three years. See "Say-on-Pay Frequency" below for a discussion of the periodic vote requirements and stockholder input regarding the timing.

³¹ Those companies (in order of SV 150 rank) are Electronic Arts, Palo Alto Networks, Accrux and Vocera Communications. That equates to a 97% passage rate for the SV 150. In the S&P 100, the companies are Altria Group, CVS Health and Qualcomm, which equates to a 97% passage rate.

Opposition to named executive officer compensation reached 15% or more of votes cast (ignoring abstentions and broker non-votes) at 20.8% of SV 150 companies (compared to 25.5% of S&P 100 companies). Within those SV 150 companies with relatively lower levels of support, opposition reached 30% or more at 10 companies (of which seven had opposition of 40% or more, including four companies where opposition exceeded 50%).³²

Say-on-Pay Proposals	SV 150			Top 15			Top 50			Middle 50			Bottom 50			S&P 100		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Number of Companies Holding Say-on-Pay Votes	125	115	114	15	13	12	49	47	45	40	36	38	36	32	31	98	95	94
Number of Say-on-Pay Proposals that Passed	121	109	107	15	12	10	47	44	42	40	34	38	44	31	27	95	94	90
Average %age of Shares For (of Votes Cast)	89.0	87.9	87.6	84.4	83.2	83.1	86.0	85.7	87.7	93.3	88.2	91.5	88.4	90.8	82.5	87.3	89.1	89.9
Average %age of Shares For (of Votes Cast or Abstained)	88.6	87.4	86.8	84.1	82.9	82.7	85.5	85.2	87.3	93.0	87.7	90.0	87.9	90.2	82.2	86.7	88.5	89.2
Average %age of Shares For (of Shares Represented)	77.9	75.2	74.8	72.8	70.1	70.4	76.4	74.8	75.9	82.5	74.4	77.9	74.7	76.8	69.5	75.0	74.8	76.3
Average %age of Shares For (of Shares Eligible)	68.0	67.0	67.4	60.7	62.1	61.9	65.3	66.7	67.5	73.8	67.1	71.5	65.1	67.4	62.2	64.7	65.3	66.7

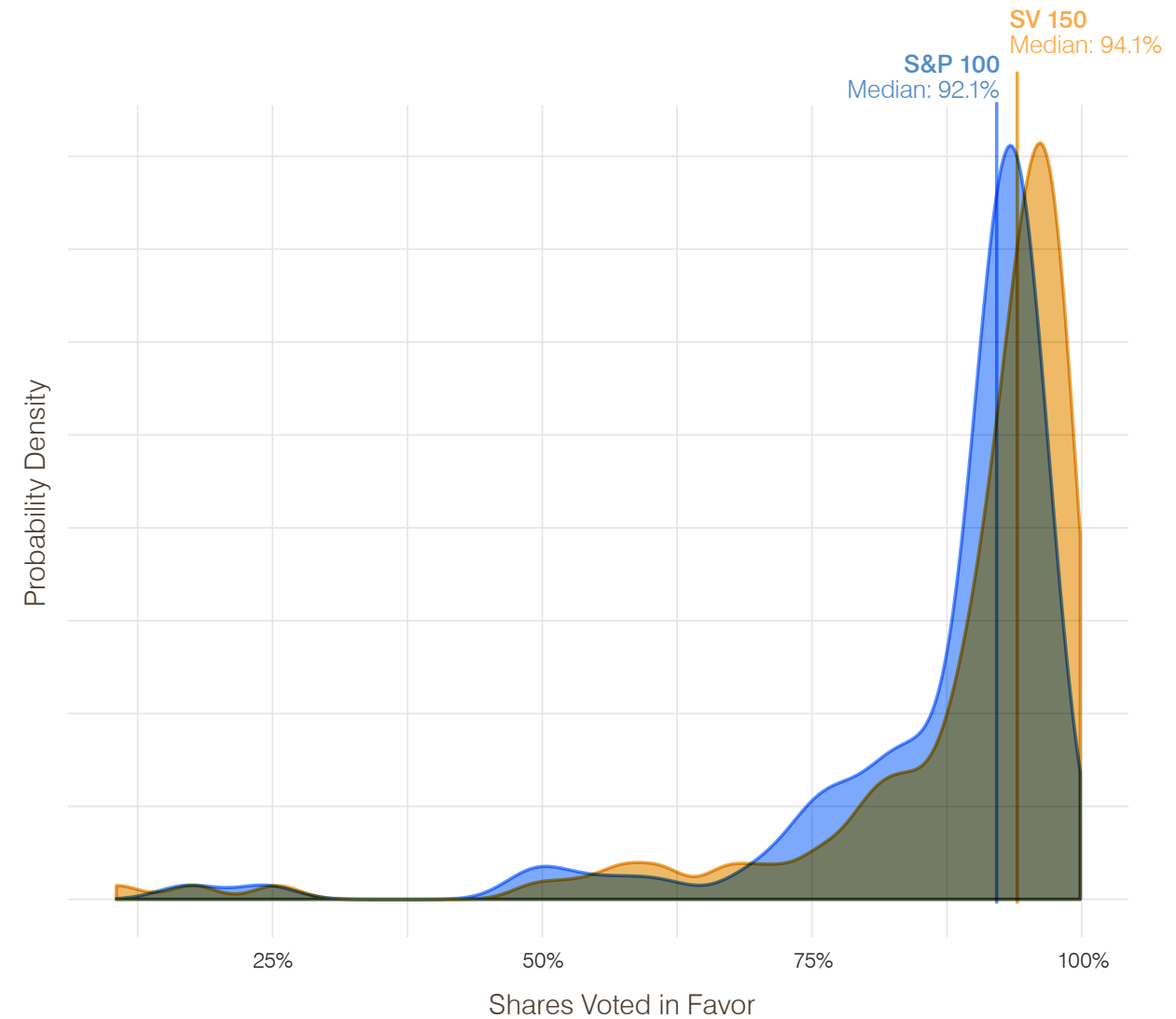
³² Within the S&P 100, eight companies had opposition of 30% or more (of which six had opposition of 40% or more, including three companies where opposition exceeded 50%).

Say-on-Pay

Continued

The graph on this page shows the distribution by percentage approval of executive officer compensation among the SV 150 companies and S&P 100 companies during the 2020 proxy season (showing the median for each group).³³

SAY-ON-PAY APPROVAL DISTRIBUTION — SV 150 VS. S&P 100



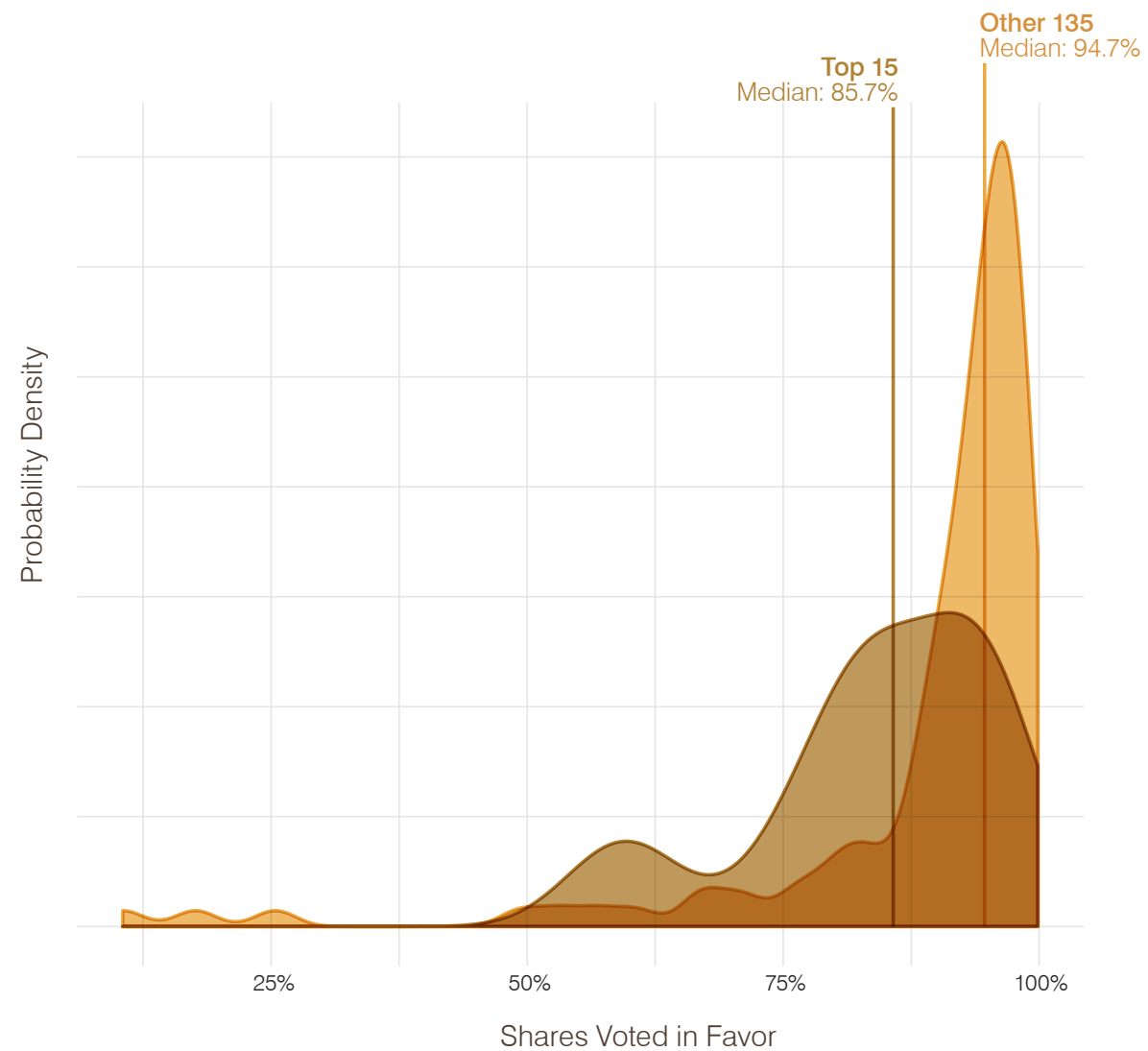
³³ See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Say-on-Pay

Continued

The graph on this page shows the distribution by percentage approval for executive officer compensation in the SV 150 companies broken down by the top 15 and remaining 135 companies during the 2020 proxy season (showing the median for each subgroup).³⁴

SV 150 SAY-ON-PAY APPROVAL DISTRIBUTION BREAKDOWN — TOP 15



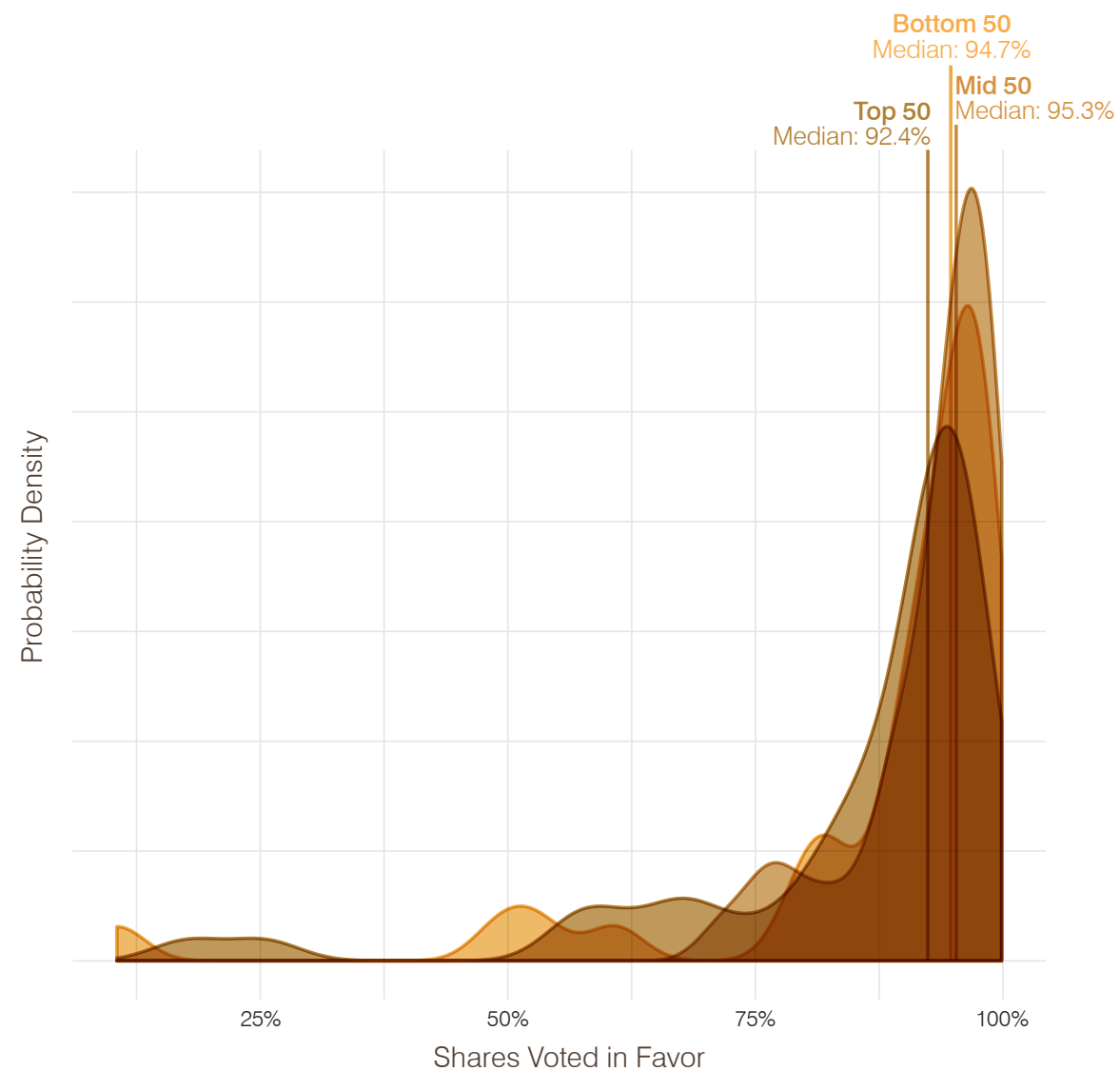
³⁴ See “Methodology—Results (including Tables and Graphics)” below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Say-on-Pay

Continued

The graph on this page shows the distribution by percentage approval executive officer compensation in the SV 150 companies broken down by the top 50, middle 50 and bottom 50 companies during the 2020 proxy season (showing the median for each subgroup).³⁵

SV 150 SAY-ON-PAY APPROVAL DISTRIBUTION BREAKDOWN BY 50s



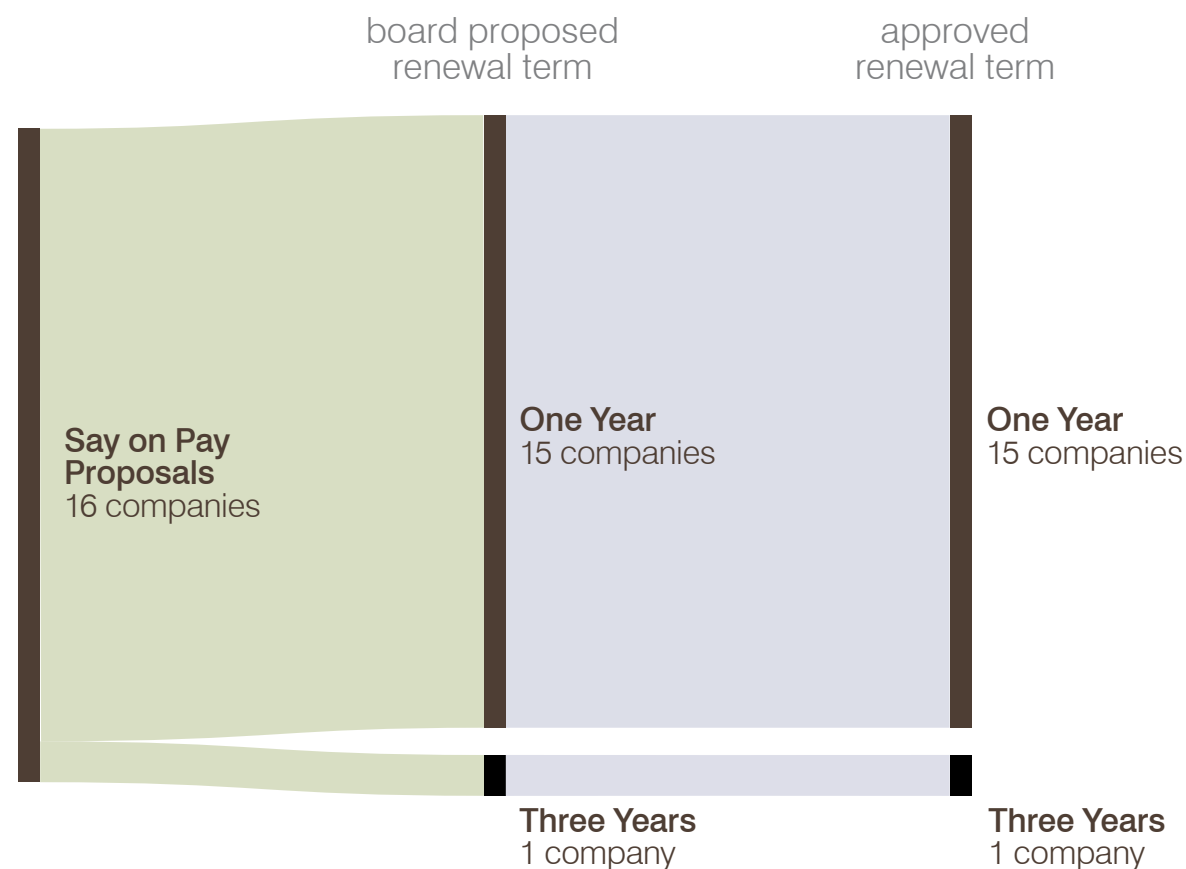
³⁵ See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Say-on-Pay Frequency

While the decision regarding how frequently to hold votes by stockholders regarding approval of executive officer compensation (i.e., whether say-on-pay votes will be held annually, biennially or triennially) is up to a company's board of directors, public companies are required to hold a non-binding vote of stockholders at least once every six years regarding the frequency of say-on-pay votes for the board's consideration when making that decision.³⁶ Among the SV 150 companies, 16 companies held say-on-pay frequency votes (sometimes referred to as a "say-on-frequency" vote) during the 2020 proxy season.³⁷ Of those, the board recommended annual frequency at 15 companies. Where annual frequency was recommended, it was approved by stockholders (15 companies) and where triennial frequency was recommended it was also approved by stockholders (one company), which has generally been the historical pattern (with some recent exceptions for triennial).

The graph on this page shows the distribution by frequency proposed by company boards and the frequency approved by stockholders among the SV 150 companies during the 2020 proxy season (showing the breakdown of the result by frequency recommended).

SV 150 SAY-ON-PAY FREQUENCY VOTING



³⁶ See Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended, and [Rule 14a-21\(b\)](#). Boards generally follow the frequency preference of stockholders, even when it differs from the board's initial recommendation. The company must disclose the decision of the board following the say-on-frequency vote.

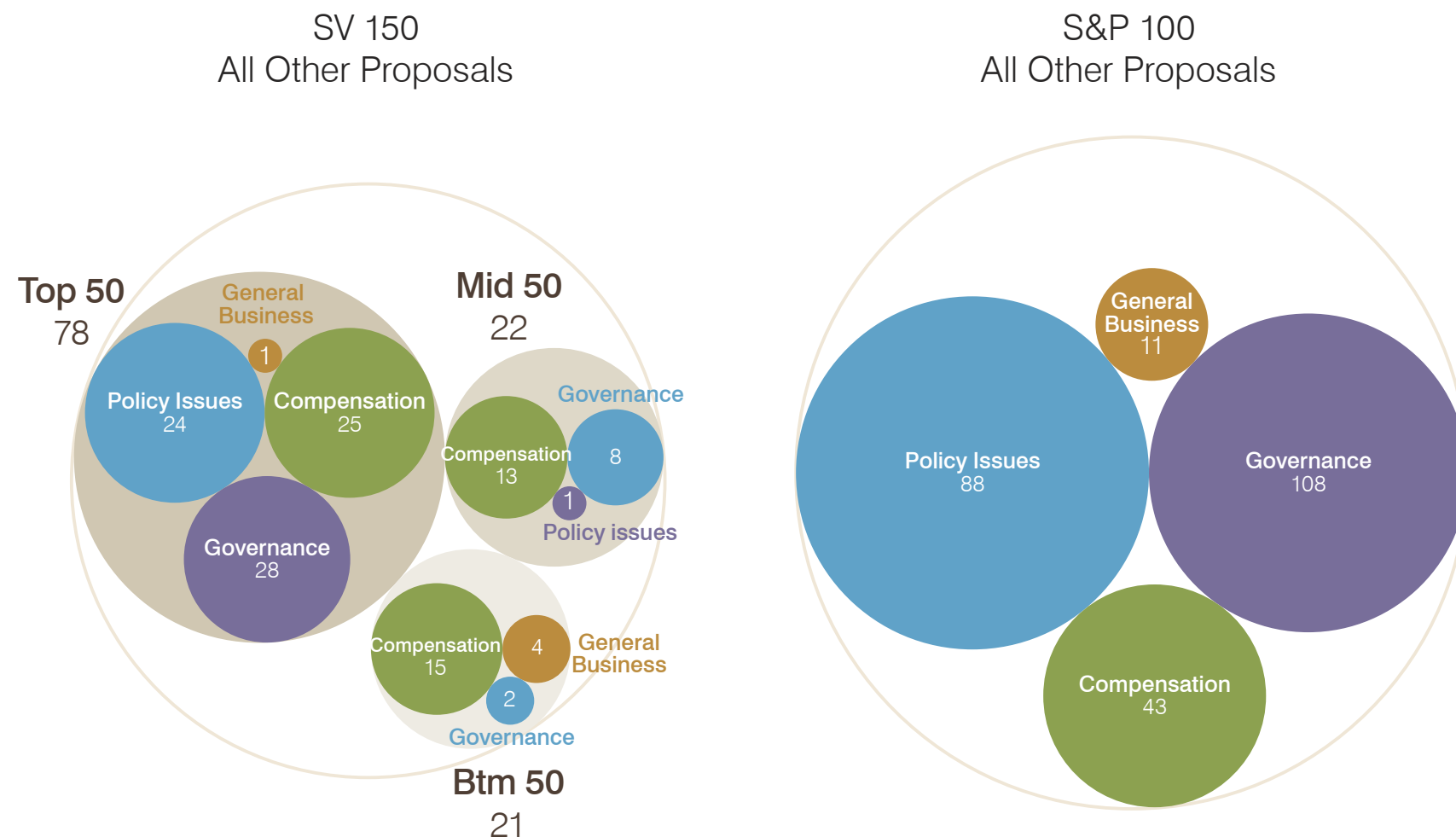
³⁷ One S&P 100 company held a say-on-frequency vote in the 2020 proxy season.

Other Proposals Voted On

Stockholders voted on 554 matters at the 146 annual meetings held by SV 150 companies (compared to 546 matters at 98 annual meetings of S&P 100 companies).³⁸ Excluding the director elections, say-on-pay (and say-on-frequency) and auditor approval covered above, SV 150 company stockholders were asked to vote on 121 proposals (compared to 250 such proposals voted on by stockholders of S&P 100 companies).³⁹

The graph on this page illustrates the number of proposals during the 2020 proxy season in the SV 150 broken down by subject area category and by top 50, middle 50 and bottom 50 companies, as well as the S&P 100 broken down by subject area category, excluding director elections, say-on-pay (and say-on-frequency) and auditor approval.

PROPOSAL BREAKDOWN BY PROPONENT AND SUBJECT AREA CATEGORY — SV 150 VS. S&P 100



³⁸ Director elections at each company were treated as a single matter, irrespective of the number of directors being elected. The stockholder proposals do not include competing board slates. Director elections, say-on-pay, say-on-frequency and auditor approval represented a large portion of the total number of proposals (and number of proposals in each subject area category).

³⁹ There would have been 119 such proposals in the SV 150 but one was withdrawn and not voted on. There would have been 231 such proposals in the S&P 100. Three proposals were not voted on, one was withdrawn and two were a result of the failure of the proponent to appear and properly present the proposal at the meeting.

Other Proposals Voted On

Continued

Generally, stockholders at larger companies were asked to vote on more matters than at smaller companies. These proposals, which were either advanced by the companies' boards of directors or by stockholders, generally can be grouped into categories of compensation, governance, policy issues or other general business. The increased number of proposals considered by stockholders at larger companies was a function of the fact that only six stockholder-sponsored proposals were voted upon by stockholders outside of the top 50 companies in the SV 150 companies, as well as the fact that larger companies are significantly more likely to hold say-on-pay votes annually.

Silicon Valley 150 and S&P 100 Total Number of Proposals Voted Upon	SV 150			Top 50			Middle 50			Bottom 50			Top 15			Other 135			S&P 100		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Number of Companies Holding Annual Meetings	146	143	143	49	50	49	49	45	46	48	48	48	15	15	15	131	128	128	98	99	99
ALL PROPOSALS:	554	543	572	228	234	239	162	157	165	164	152	168	93	92	86	461	451	486	546	516	544
Compensation	194	192	217	77	78	88	55	60	63	62	54	66	22	22	22	172	170	195	144	134	152
Change-in-Control Payouts/Vesting (Golden Parachutes)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2
Clawbacks	0	0	1	0	0	1	0	0	0	0	0	0	0	0	0	0	0	1	1	2	2
Director Compensation	0	1	5	0	0	3	0	0	1	0	0	1	0	0	1	0	1	4	0	1	4
Equity Awards	0	0	1	0	0	0	0	0	0	0	0	1	0	0	0	0	0	1	0	0	1
Option/Equity Plan Change/Approval	50	58	55	23	28	23	13	13	12	14	17	20	7	8	4	43	50	51	27	17	25
Pay Benchmarking	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1
Pay Ratio	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2
Performance Metrics/Pay for Performance/162(m)	0	1	8	0	1	4	0	0	1	0	0	3	0	1	2	0	0	6	1	7	4
Say-on-Pay	125	115	114	49	47	45	40	36	38	36	32	31	15	13	12	110	102	102	98	95	94
Say-on-Pay Frequency	16	17	32	3	2	11	2	11	11	11	4	10	0	0	3	16	17	29	3	1	10
Stock Retention	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	1	0
Option/Equity Repricing or Exchange Program Approval	3	0	0	2	0	0	0	0	0	1	0	0	0	0	0	3	0	0	2	0	0
Other Compensation	0	0	1	0	0	1	0	0	0	0	0	0	0	0	0	0	0	1	8	5	7
Governance	184	187	180	77	85	80	57	51	51	50	51	49	34	37	33	150	150	147	206	190	209
Board Declassification	4	5	2	1	0	0	2	4	2	1	1	0	0	0	0	4	5	2	2	3	3
Board Diversity	0	3	1	0	3	1	0	0	0	0	0	0	0	2	1	0	1	0	1	5	2
Board Slate Approval	146	143	143	49	50	49	49	45	46	48	48	48	15	15	15	131	128	128	98	99	99
Certificate/Bylaws Change	2	1	2	0	1	1	1	0	1	1	0	0	0	0	0	2	1	2	0	0	6
Corporate Purpose	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0
Cumulative Voting - Addition	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	3
Cumulative Voting - Repeal	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Elimination of Dual-Class Voting	2	2	2	2	2	2	0	0	0	0	0	0	2	2	2	0	0	0	4	4	4
Elimination of Supermajority	4	11	4	3	8	4	1	1	0	0	2	0	2	4	2	2	7	2	7	9	10
Employee Representative on Board	1	0	0	1	0	0	0	0	0	0	0	0	0	0	0	1	0	0	5	0	0

Other Proposals Voted On

Continued



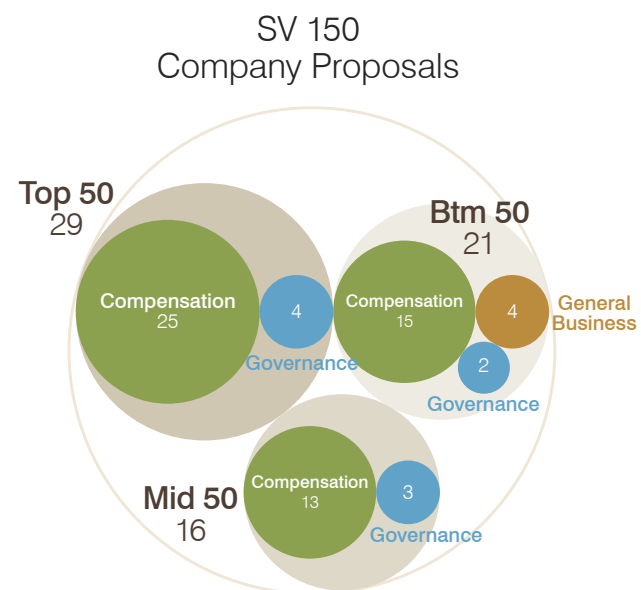
Silicon Valley 150 and S&P 100 Total Number of Proposals Voted Upon (continued)	SV 150			Top 50			Middle 50			Bottom 50			Top 15			Other 135			S&P 100		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Independent Chair	4	6	3	4	6	3	0	0	0	0	0	0	4	5	3	0	1	0	28	26	27
Majority Voting Standard	3	2	1	2	2	1	1	0	0	0	0	0	2	2	0	1	0	1	2	3	2
Permit Director Removal w/o Cause	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0
Proxy Access	1	1	8	1	1	7	0	0	0	0	0	1	1	1	4	0	0	4	5	11	14
Recapitalization	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
Stockholder Ability to Act by Written Consent	10	4	6	8	4	6	2	0	0	0	0	0	5	4	5	5	0	1	21	14	11
Stockholder Rights Plan/Poison Pill	3	4	1	2	4	0	1	0	1	0	0	0	0	0	0	3	4	1	2	0	1
Stockholder Approval of Bylaw Amendments	2	0	0	2	0	0	0	0	0	0	0	0	2	0	0	0	0	0	6	0	0
Stockholder Ability to Call Special Meetings	0	1	4	0	0	3	0	1	1	0	0	0	0	0	0	0	1	4	16	9	22
"True" / Ideological Diversity	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0
Other Governance Issues	2	4	3	2	4	3	0	0	0	0	0	0	1	2	1	1	2	2	0	5	4
Policy Issues	25	19	21	24	19	20	1	0	0	0	0	1	21	15	14	4	4	7	88	82	75
Animal Testing/Welfare	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	1
Anti-Discrimination/Diversity	9	8	8	8	8	8	1	0	0	0	0	0	6	7	4	3	1	4	19	17	7
Drug Pricing	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0
Environmental/Sustainability	2	1	1	2	1	1	0	0	0	0	0	0	2	1	1	0	0	0	12	14	18
Health & Food Safety	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	6	6	0
Human Rights	8	1	3	8	1	3	0	0	0	0	0	0	8	0	2	0	1	1	13	8	10
Political/Lobbying Activities	2	6	5	2	6	5	0	0	0	0	0	0	1	4	5	1	2	0	27	28	31
Privacy and Data Security	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	1
Charitable Contributions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
Israel/Palestine/Holy Land	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Other Policy Issues	4	3	4	4	3	3	0	0	0	0	0	1	4	3	2	0	0	2	7	9	6
General Business	151	145	154	50	52	51	49	46	51	52	47	52	16	18	17	135	127	137	108	110	108
Auditor Approval	146	141	143	49	49	49	49	45	46	48	47	48	15	15	15	131	126	128	97	98	98
Reincorporation	0	0	3	0	0	1	0	0	1	0	0	1	0	0	1	0	0	2	0	0	0
Stock Repurchase	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
Other General Business	5	4	8	1	3	1	0	1	4	4	0	3	1	3	1	4	1	7	11	12	9

Other Proposals Voted On

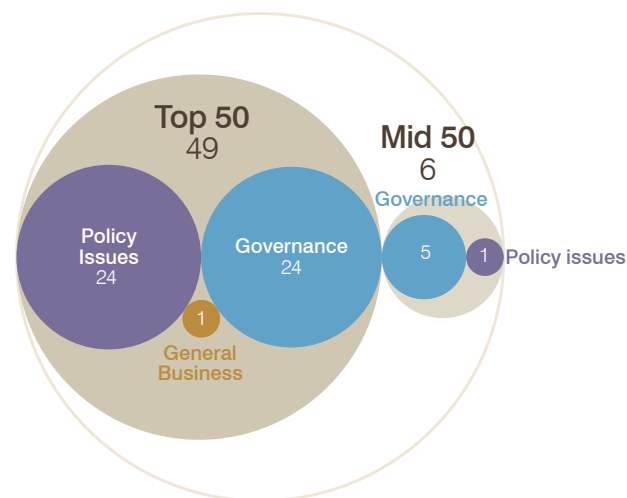
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The graphs on this page illustrate the number of proposals put forth by companies and those put forth by stockholders during the 2020 proxy season in the SV 150 broken down by subject area category and by top 50, middle 50 and bottom 50 companies, as well as the S&P 100 broken down by proponent and subject area category.⁴⁰

SV 150 PROPOSALS BREAKDOWN BY PROPONENT AND CATEGORY — 2020 PROXY SEASON

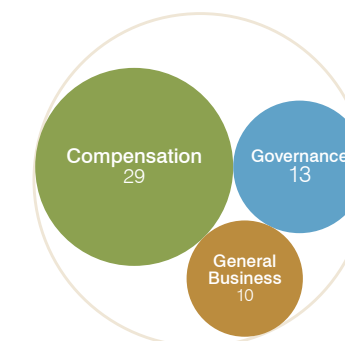


SV 150 Stockholder Proposals

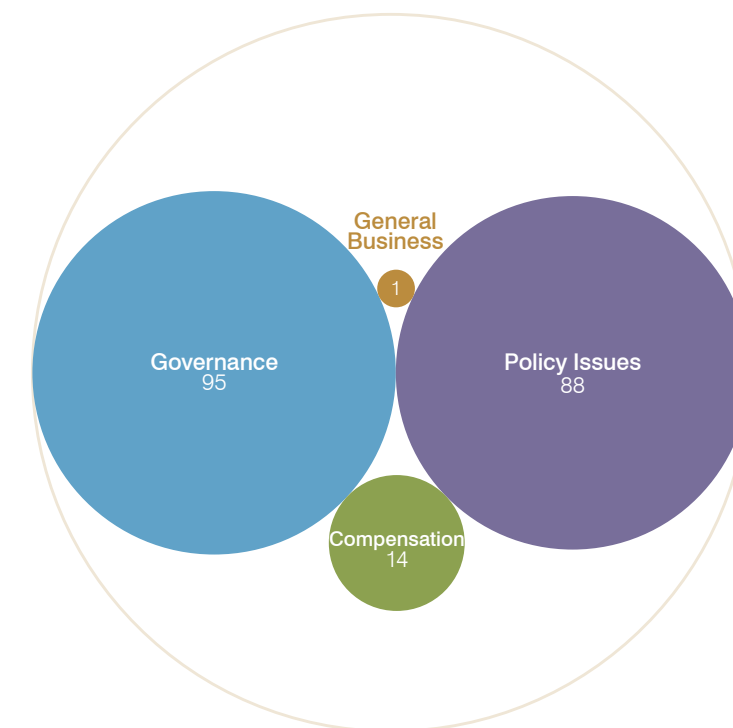


S&P 100 PROPOSALS BREAKDOWN BY PROPONENT AND CATEGORY — 2020 PROXY SEASON

S&P 100 Company Proposals



S&P 100 Stockholder Proposals



⁴⁰ See footnotes 38 and 39 for a discussion of the proposals represented in these graphs.

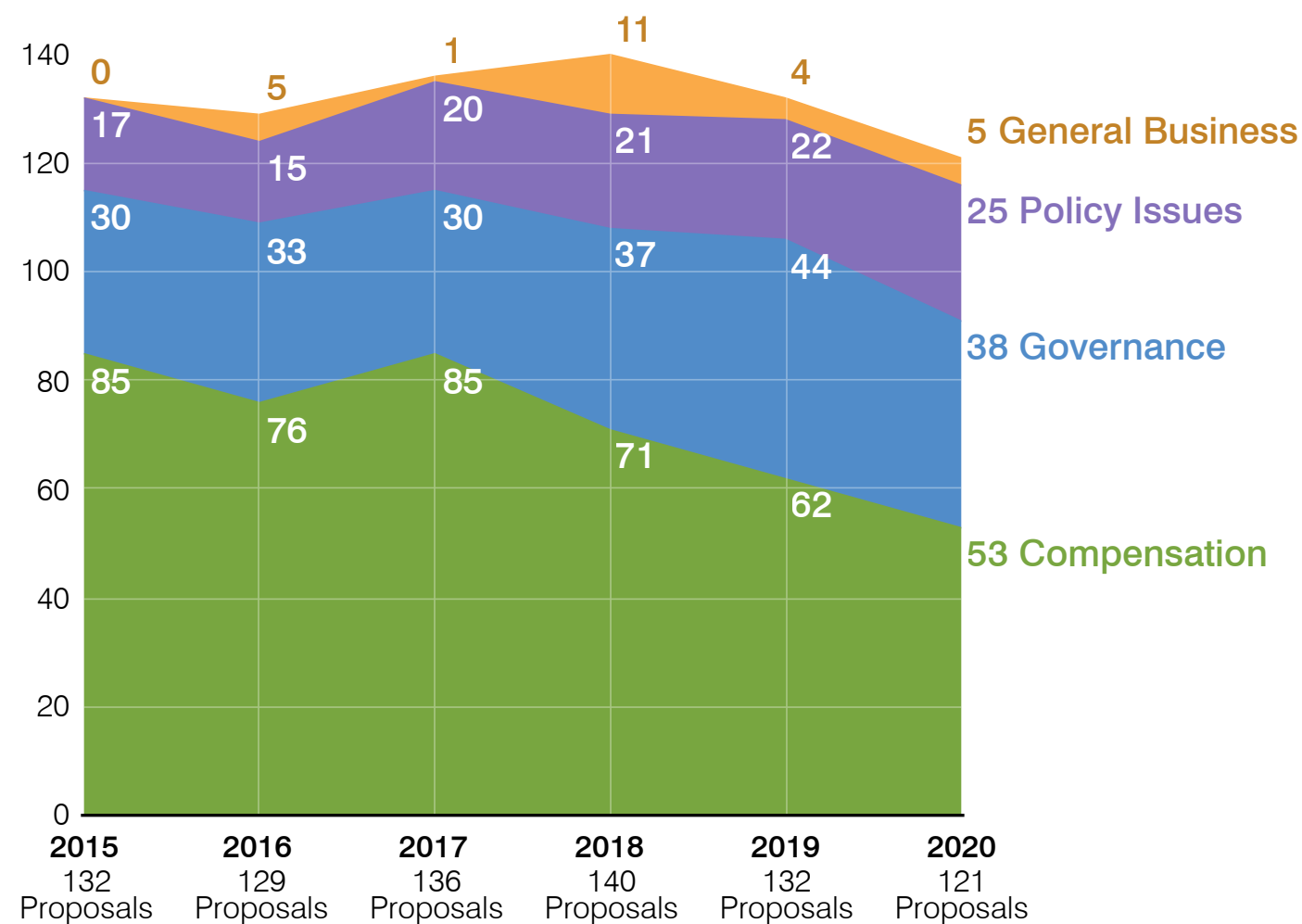
Other Proposals Voted On

Continued

Company-sponsored proposals are spread across compensation (primarily say-on-pay/frequency and equity plan proposals), governance (primarily director elections) and other general business (primarily auditor approval), while stockholder-sponsored proposals are more frequently focused on governance matters or policy issues. Company-sponsored proposals are also significantly more likely to be passed than those sponsored by stockholders. These trends are the same for SV 150 and S&P 100 companies.

The graph on this page shows all proposals, excluding the director elections, say-on-pay, say-on-frequency and auditor approval, broken down by subject area category voted on by stockholders at SV 150 companies between 2015 and 2020, irrespective of proponent.⁴¹

SV 150 PROPOSAL BREAKDOWN BY CATEGORY OVER TIME – 2015-2020



⁴¹ See footnote 39 for a discussion of the proposals represented in this graph.

Company Proposals

Excluding the director elections, say-on-pay (and say-on-frequency) and auditor approval voting covered above, stockholders at SV 150 companies voted on 66 company-sponsored proposals in the 2020 proxy season, primarily in compensation-related subjects, as well as some governance matters (compared to 52 such proposals at S&P 100 companies).

Silicon Valley 150 Company-Sponsored Proposals	Total			Passed			Average %age of Shares For (of Votes Cast)			Average %age of Shares For (of Votes Cast or Abstained)			Average %age of Shares For (of Shares Represented)			Average %age of Shares For (of Shares Eligible)		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
ALL COMPANY PROPOSALS:	66	75	86	66	73	86	92.8	90.9	91.5	92.5	90.5	90.7	82.3	77.0	77.3	72.1	68.2	68.9
Compensation	53	59	69	53	59	69	91.1	89.5	92.2	90.8	89.1	91.4	80.2	75.8	77.3	70.4	67.4	69.3
Director Compensation	0	1	5	0	1	5	0.0	97.4	93.0	0.0	97.2	92.8	0.0	76.7	78.4	0.0	72.8	72.9
Equity Awards	0	0	1	0	0	1	0.0	0.0	94.2	0.0	0.0	80.4	0.0	0.0	63.6	0.0	0.0	52.0
Option/Equity Plan Change/Approval	50	58	55	50	58	55	90.9	89.3	91.5	90.6	89.0	90.9	79.7	75.8	77.5	70.6	67.3	69.5
Performance Metrics/Pay for Performance	0	0	8	0	0	8	0.0	0.0	96.1	0.0	0.0	95.7	0.0	0.0	76.2	0.0	0.0	67.9
Option/Equity Repricing or Exchange Program Approval	3	0	0	3	0	0	94.7	0.0	0.0	93.9	0.0	0.0	89.4	0.0	0.0	67.4	0.0	0.0
Other Compensation-Related Matters	0	0	0	0	0	0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Governance	9	15	7	9	13	7	99.5	96.3	88.2	99.3	95.6	87.6	88.5	80.6	80.2	78.0	70.5	70.9
Board Declassification	4	4	2	4	4	2	99.9	99.8	100.0	99.5	99.7	99.8	88.3	83.7	91.0	77.5	75.0	83.4
Certificate/Bylaws Change	2	1	2	2	1	2	98.6	99.9	87.1	98.6	99.8	85.5	88.2	91.9	84.4	77.2	80.7	71.4
Elimination of Supermajority	1	4	0	1	3	0.0	99.9	99.8	0.0	99.8	99.6	0.0	90.7	83.2	0.0	81.5	72.7	0.0
Stockholder Ability to Act by Written Consent	1	1	0	1	1	0	98.9	98.6	0.0	98.8	98.4	0.0	85.4	84.9	0.0	74.7	73.0	0.0
Stockholder Ability to Call Special Mtgs	1	3	2	1	3	2	99.9	85.7	76.4	99.8	83.2	76.4	90.7	76.6	69.6	81.4	66.6	62.2
Stockholder Rights Plan/Poison Pill	0	1	1	0	1	1	0.0	90.8	90.1	0.0	90.2	90.0	0.0	69.4	71.1	0.0	61.8	62.5
Other Governance Issues	0	1	0	0	0	0	0.0	99.7	0.0	0.0	99.6	0.0	0.0	64.6	0.0	0.0	51.8	0.0
General Business	4	1	10	4	1	10	100.0	96.7	88.8	99.6	96.5	87.4	95.9	96.5	75.6	80.4	80.9	64.7
Reincorporation	0	0	3	0	0	3	0.0	0.0	97.7	0.0	0.0	97.5	0.0	0.0	83.0	0.0	0.0	71.8
Other General Business	4	1	7	4	1	7	100.0	96.7	85.1	99.6	96.5	83.1	95.9	96.5	72.4	80.4	80.9	61.6

Company Proposals

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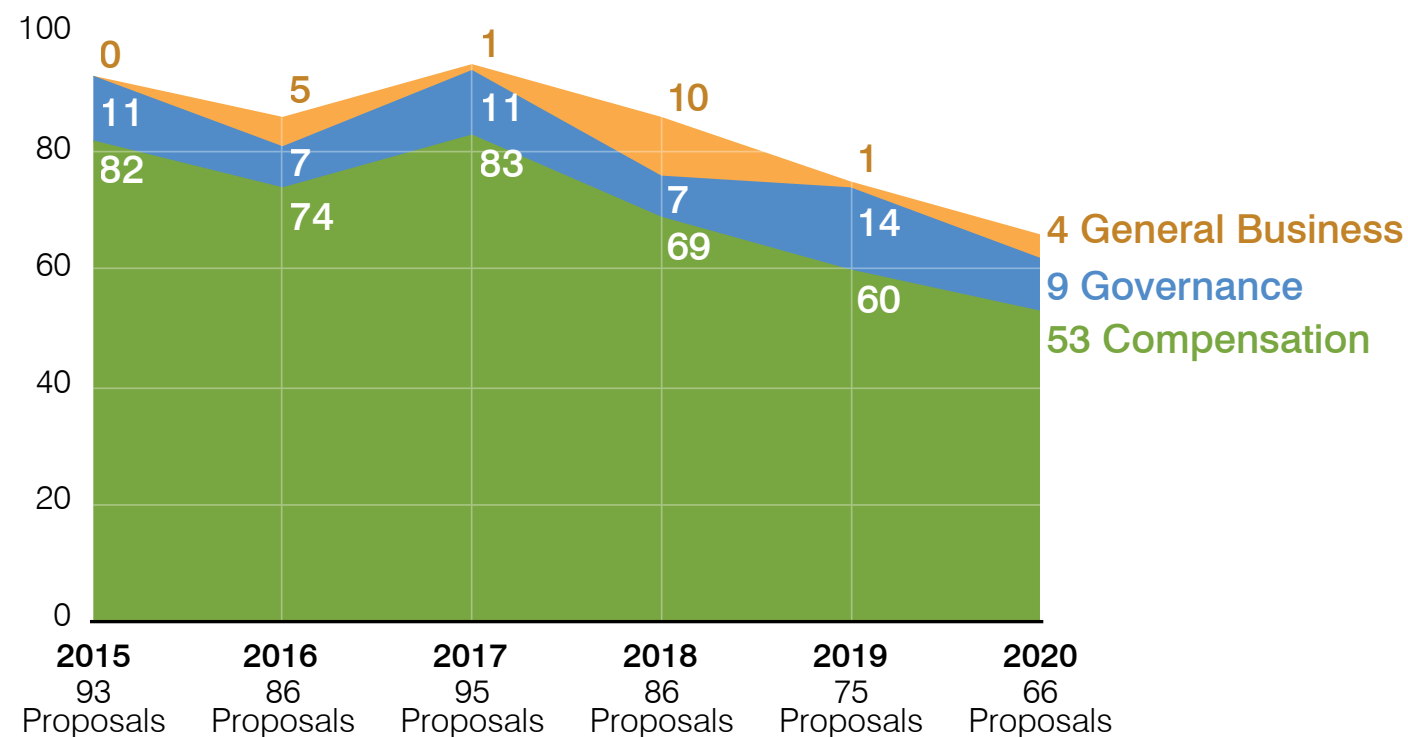
S&P 100 Company-Sponsored Proposals	Total			Passed			Average %age of Shares For (of Votes Cast)			Average %age of Shares For (of Votes Cast or Abstained)			Average %age of Shares For (of Shares Represented)			Average %age of Shares For (of Shares Eligible)		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
ALL COMPANY PROPOSALS:	52	38	56	48	36	49	94.8	94.8	92.7	94.2	94.3	92.2	82.6	82.8	81.3	71.2	71.8	69.2
Compensation	29	20	33	29	20	33	94.8	91.9	93.5	93.9	91.6	93.0	81.3	79.9	79.7	70.6	70.5	68.6
Director Compensation	0	1	4	0	1	4	0.0	97.2	96.6	0.0	97.0	96.4	0.0	86.1	81.8	0.0	72.1	72.6
Option/Equity Plan Change/ Approval	27	17	25	27	17	25	94.6	91.3	92.4	93.7	91.0	91.8	80.9	80.1	79.4	70.4	71.4	67.8
Option/Equity Repricing or Exchange Program Approval	2	0	0	2	0	0	97.5	0.0	0.0	97.4	0.0	0.0	86.8	0.0	0.0	73.3	0.0	0.0
Pay Benchmarking	0	1	0	0	1	0	0.0	95.6	0.0	0.0	95.4	0.0	0.0	82.1	0.0	0.0	68.7	0.0
Performance Metrics/Pay Performance/162(m)	0	1	4	0	1	4	0.0	93.3	97.5	0.0	91.8	97.1	0.0	69.5	79.4	0.0	56.1	69.1
Governance	13	10	15	9	8	8	93.2	98.9	88.0	92.9	98.6	87.5	78.7	80.8	77.9	68.3	69.9	66.1
Certificate/Bylaws Change	0	0	4	0	0	2	0.0	0.0	76.7	0.0	0.0	76.4	0.0	0.0	65.2	0.0	0.0	55.6
Board Declassification	2	1	2	0	1	0	91.4	99.8	91.7	91.0	99.7	91.4	78.5	79.6	77.2	69.2	66.8	67.1
Elimination of Supermajority	2	4	6	0	2	3	91.7	98.8	96.5	91.5	98.4	95.5	77.8	78.6	88.6	69.3	69.5	72.9
Permit Director Removal w/o Cause	2	0	0	2	0	0	99.0	0.0	0.0	98.7	0.0	0.0	81.9	0.0	0.0	68.1	0.0	0.0
Stockholder Ability to Act by Written Consent	2	2	0	2	2	0	97.8	98.1	0.0	97.6	97.9	0.0	83.7	87.2	0.0	73.6	77.1	0.0
Stockholder Ability to Call Special Mtgs	3	1	3	3	1	3	97.2	99.2	83.7	97.0	98.9	83.5	79.9	85.5	74.1	69.3	76.9	65.7
Shareholder Rights Plan/ Poison Pill	2	0	0	2	0	0	80.1	0.0	0.0	79.9	0.0	0.0	69.9	0.0	0.0	59.6	0.0	0.0
Other Governance Issues	0	2	0	0	2	0	0.0	99.1	0.0	0.0	98.9	0.0	0.0	76.8	0.0	0.0	61.3	0.0
General Business	10	8	8	10	8	8	96.9	96.7	98.1	96.6	95.5	97.9	91.7	92.7	94.3	76.9	77.4	77.5
Other General Business	10	8	8	10	8	8	96.9	96.7	98.1	96.6	95.5	97.9	91.7	92.7	94.3	76.9	77.4	77.5
Other Governance Issues	0	1	0	0	0	0	0.0	99.7	0.0	0.0	99.6	0.0	0.0	64.6	0.0	0.0	51.8	0.0

Company Proposals

Continued

The graph on this page shows company-sponsored proposals, excluding the director elections, say-on-pay, say-on-frequency and auditor approval, broken down by subject area category voted on by stockholders at SV 150 companies between 2015 and 2020.

SV 150 COMPANY-SPONSORED PROPOSAL BREAKDOWN BY CATEGORY OVER TIME — 2015–2020

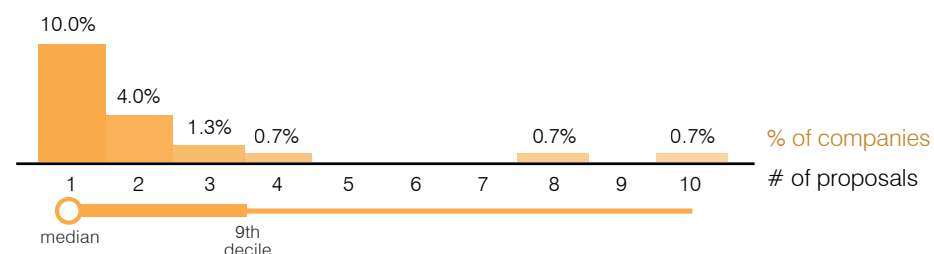
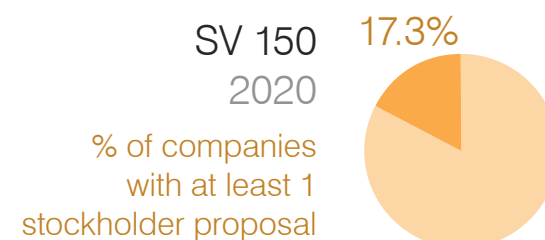


Stockholder Proposals

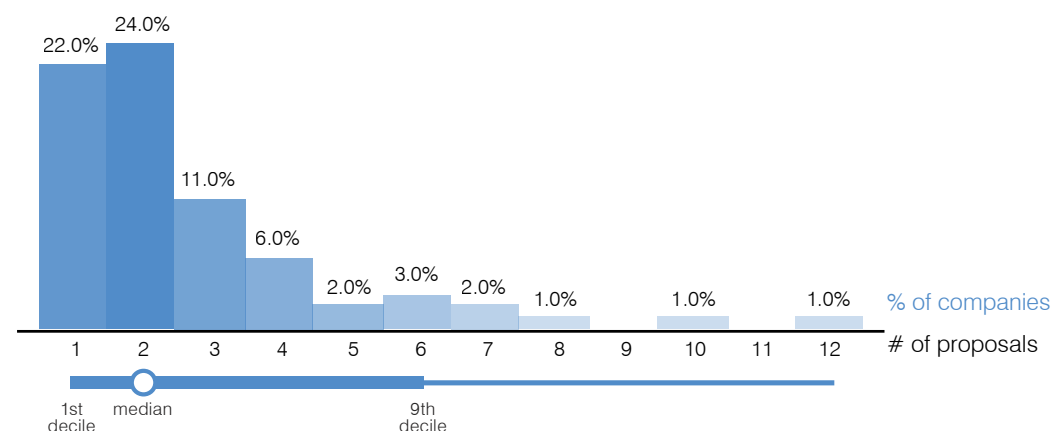
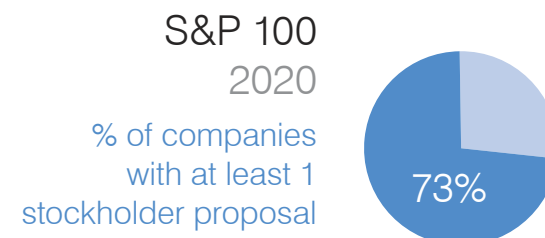
Excluding competing director slates,⁴² SV 150 company stockholders were asked to vote on 55 stockholder-sponsored proposals at annual meetings during the 2020 proxy season (compared to 198 such proposals voted on by stockholders of S&P 100 companies).⁴³ Within the SV 150, more than 73% of stockholder-sponsored proposals were voted on at the top 15 companies. Six were voted on outside of the Top 50 companies.

The graphs on this page show the percentage of all companies with at least one stockholder-sponsored proposal, and the distribution by number of stockholder-sponsored proposals, voted upon by stockholders of companies in the SV 150 and the S&P 100 during the 2020 proxy season (including the median and cutoffs for the decile with the most and fewest such proposals).

STOCKHOLDER PROPOSALS — DISTRIBUTION BY NUMBER OF PROPOSALS



Proposal distribution
(% of all companies)



Proposal distribution
(% of all companies)

⁴² See "Director Elections—Contested Elections" above for a discussion of competing director slates.

⁴³ There would have been 56 such proposals in the SV 150, but one proposal (at HP, a Top 15 company) was withdrawn. There would have been 201 such proposals in the S&P 100, but three were not voted on. One was withdrawn (Walgreens) and for two proposals (one at Comcast and one at Kraft Heinz) the proponent failed to appear.

Stockholder Proposals

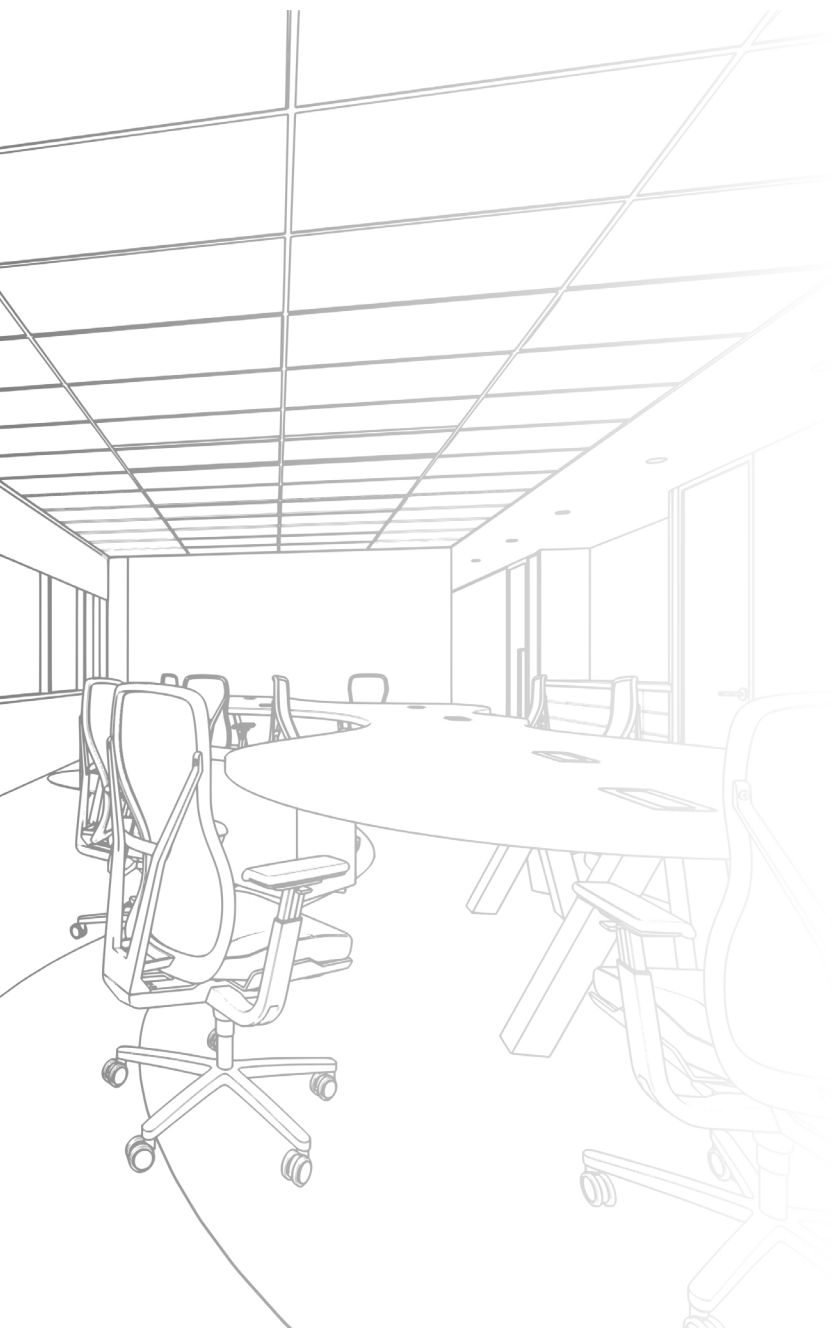
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The stockholder-sponsored proposals voted on in the SV 150 generally focused on governance matters or policy issues (this was also true in the S&P 100). They were also generally unsuccessful (only six succeeded). The average support for stockholder-sponsored proposals was approximately 25.5% at the SV 150 companies (compared to approximately 25.6% at S&P 100 companies). The most common topics for stockholder-sponsored proposals in the SV 150 were anti-discrimination/diversity (nine proposals, of which one succeeded) and shareholder ability to act by written consent (nine proposals, of which one was successful). The most common such topic in the S&P 100 was regarding independent chair (28 proposals, none of which succeeded).

Silicon Valley 150 Stockholder-Sponsored Proposals	Total			Passed			Average %age of Shares For (of Votes Cast)			Average %age of Shares For (of Votes Cast or Abstained)			Average %age of Shares For (of Shares Represented)			Average %age of Shares For (of Shares Eligible)		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
ALL PROPOSALS:	55	52	54	6	5	9	25.5	25.7	31.9	25.3	25.4	31.5	22.4	21.9	26.7	19.7	19.4	23.6
Compensation	0	1	2	0	0	0	0.0	6.1	20.8	0.0	6.0	20.2	0.0	4.9	16.3	0.0	4.2	14.5
Clawbacks	0	0	1	0	0	0	0.0	0.0	37.9	0.0	0.0	36.6	0.0	0.0	29.2	0.0	0.0	25.8
Performance Metrics/Pay for Performance	0	1	0	0	0	0	0.0	6.1	0.0	0.0	6.0	0.0	0.0	4.9	0.0	0.0	4.2	0.0
Stock Retention	0	0	0	0	0	0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other Compensation	0	0	1	0	0	0	0.0	0.0	3.7	0.0	0.0	3.7	0.0	0.0	3.4	0.0	0.0	3.1
Governance	29	29	30	5	5	8	33.7	34.6	38.8	33.5	34.3	38.6	29.8	29.3	32.6	26.3	26.0	28.9
Board Declassification	0	1	0	0	1	0	0.0	92.3	0.0	0.0	92.2	0.0	0.0	86.6	0.0	0.0	82.3	0.0
Board Diversity	0	3	1	0	0	0	0.0	1.3	2.0	0.0	1.3	2.0	0.0	1.0	1.9	0.0	0.9	1.6
Elimination of Dual-Class Voting	2	2	2	0	0	0	29.4	27.3	25.1	29.4	27.2	25.1	28.0	25.6	23.6	25.9	23.0	20.5
Elimination of Supermajority	3	7	4	2	3	2	49.9	52.2	48.6	49.7	51.8	48.5	40.7	42.7	41.8	35.0	37.6	37.3
Employee Representative on Board	1	0	0	0	0	0	1.0	0	0	1.0	0	0	0.9	0	0	0.8	0	0
Independent Chair	4	6	3	0	0	0	31.7	27.1	30.3	31.6	27.0	30.1	27.9	23.6	24.5	24.4	20.6	21.0
Majority Voting Standard	3	2	1	1	0	0	47.6	27.4	71.7	47.5	27.4	71.4	45.3	25.8	57.0	42.6	23.1	50.4
Proxy Access	1	1	8	0	0	2	31.1	29.5	41.2	30.9	29.3	40.8	21.9	19.3	34.8	18.4	16.8	31.2
Stockholder Ability to Act by Written Consent	9	3	6	1	0	3	40.0	46.0	53.7	39.8	45.7	53.5	35.9	37.6	44.6	31.2	33.0	38.9
Stockholder Ability to Call Special Meetings	2	1	2	1	1	1	50.4	57.5	43.1	49.8	57.4	42.6	44.0	53.4	36.0	38.7	45.6	32.6
Stockholder Approval of Bylaw Amendments	2	0	0	0	0	0	1.4	0	0	1.4	0	0	1.3	0	0	1.0	0	0
Other Governance Issues	2	3	3	0	0	0	1.2	14.4	5.6	1.2	13.8	5.5	1.1	10.6	5.0	1.0	9.2	4.3
Policy Issues	25	19	21	1	0	1	17.0	17.1	24.5	16.7	16.7	23.8	14.6	14.7	20.5	12.8	13.2	18.0
Anti-Discrimination/Diversity	9	8	8	1	0	0	18.9	19.3	34.3	18.6	18.8	33.0	16.5	16.8	29.0	14.2	15.0	25.3
Environmental/Sustainability	2	1	1	0	0	0	12.6	0.0	8.7	12.5	0.0	8.7	10.5	0.0	8.2	9.6	0.0	7.1
Human Rights	8	1	3	0	0	0	9.2	7.4	4.2	9.2	7.2	4.1	8.0	6.4	3.2	7.0	5.8	2.8
Political/Lobbying Activities	2	6	5	0	0	0	37.1	23.3	19.5	36.3	22.8	19.2	33.0	20.0	16.6	29.4	18.0	14.7
Other Policy Issues	4	3	4	0	0	1	20.2	7.8	30.3	19.6	7.7	29.8	16.4	6.4	24.3	14.7	5.6	21.5
General Business	1	3	1	0	0	0	1.0	1.1	1.4	1.0	1.1	1.4	0.7	1.0	1.3	0.6	0.9	1.2
Other General Business	1	3	1	0	0	0	1.0	1.1	1.4	1.0	1.1	1.4	0.7	1.0	1.3	0.6	0.9	1.2

Stockholder Proposals

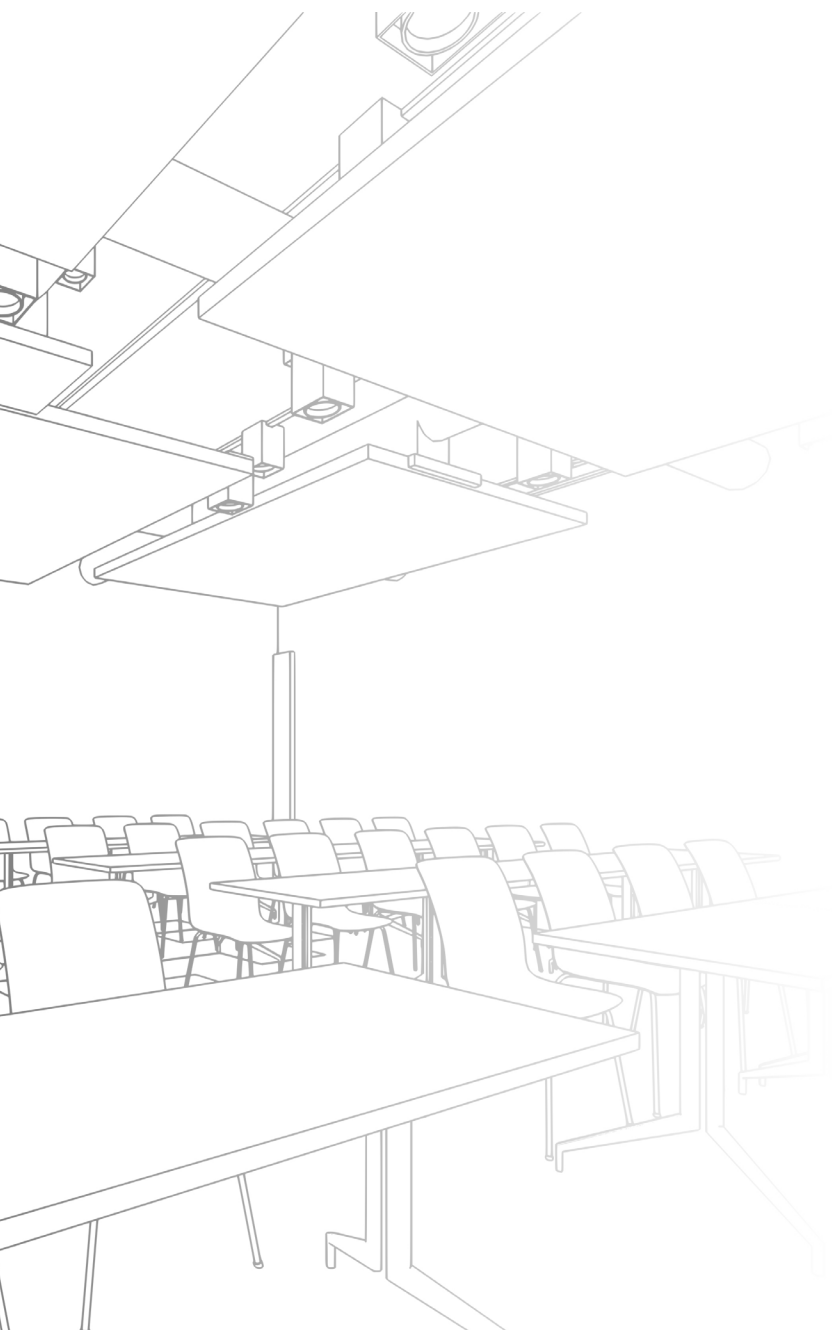
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S&P 100 Stockholder-Sponsored Proposals	Total			Passed			Average %age of Shares For (of Votes Cast)			Average %age of Shares For (of Votes Cast or Abstained)			Average %age of Shares For (of Shares Represented)			Average %age of Shares For (of Shares Eligible)		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
STOCKHOLDER PROPOSALS:	198	179	187	8	5	5	25.5	25.8	27.3	25.1	25.5	26.9	21.1	21.4	22.5	18.2	18.7	19.5
Compensation:	14	17	15	0	0	0	22.2	15.8	18.8	21.9	15.6	18.6	18.3	12.7	15.7	15.8	11.1	13.7
Change-in-Control Payouts/ Vesting (Golden Parachutes)	0	2	2	0	0	0	0.0	36.1	19.9	0.0	35.9	19.8	0.0	29.6	17.6	0.0	25.3	15.2
Clawbacks	1	1	2	0	0	0	35.1	46.1	39.5	35.0	45.8	39.2	31.6	36.5	31.1	28.6	31.5	27.2
Equity Awards	0	0	1	0	0	0	0.0	0.0	12.9	0.0	0.0	12.9	0.0	0.0	12.5	0.0	0.0	11.1
Pay Benchmarking	0	0	1	0	0	0	0.0	0.0	7.9	0.0	0.0	7.8	0.0	0.0	6.3	0.0	0.0	5.4
Pay Ratios	2	2	2	0	0	0	10.5	8.8	6.5	10.3	8.6	6.4	8.6	7.0	5.6	7.3	6.1	4.9
Performance Metrics/Pay for Performance	1	6	0	0	0	0	30.9	7.1	0.0	30.8	7.0	0.0	26.7	5.7	0.0	23.7	5.0	0.0
Stock Retention	2	1	0	0	0	0	26.3	24.8	0.0	26.1	24.5	0.0	20.7	19.2	0.0	17.5	17.1	0.0
Other Compensation-related matters	8	5	7	0	0	0	21.3	13.1	18.4	21.1	12.9	18.2	17.4	10.7	15.4	15.0	9.4	13.5
Governance:	95	80	95	6	4	3	30.2	32.4	34.1	29.8	32.1	33.7	25.3	27.3	28.3	21.7	23.7	24.5
Board Declassification	0	2	1	0	0	0	0.0	61.4	21.3	0.0	61.2	21.3	0.0	55.6	19.9	0.0	50.2	17.4
Board Diversity	1	5	2	0	0	0	12.3	7.4	9.2	12.3	7.3	9.1	12.3	5.6	7.0	8.2	4.8	6.0
Certificate/Bylaws Change	0	0	2	0	0	0	0.0	0.0	45.8	0.0	0.0	44.5	0.0	0.0	44.2	0.0	0.0	34.6
Corporate Purpose	3	0	0	0	0	0	6.4	0.0	0.0	6.3	0.0	0.0	5.4	0.0	0.0	4.7	0.0	0.0
Cumulative Voting – Add	0	2	3	0	0	0	0.0	8.3	9.4	0.0	8.2	9.3	0.0	6.7	7.6	0.0	5.5	6.2
Elimination of Dual-Class Voting	4	4	4	0	0	0	30.8	29.3	34.2	30.6	29.1	33.9	27.4	25.8	30.9	23.9	22.3	26.8
Elimination of Supermajority	5	4	4	3	1	1	70.0	68.1	49.4	67.4	67.4	49.0	56.7	55.2	38.8	49.3	48.4	34.1
Employee Representative on Board	5	0	0	0	0	0	4.5	0.0	0.0	4.4	0.0	0.0	3.5	0.0	0.0	3.0	0.0	0.0
Independent Chair	28	26	27	1	1	0	32.4	31.4	33.3	32.1	31.1	32.9	26.7	26.3	27.4	22.9	22.3	23.7
Majority Voting Standard – Director Elections	2	3	2	0	0	1	27.4	20.8	47.8	27.4	20.8	47.6	26.1	19.5	38.9	24.2	17.5	33.0

Stockholder Proposals

Continued



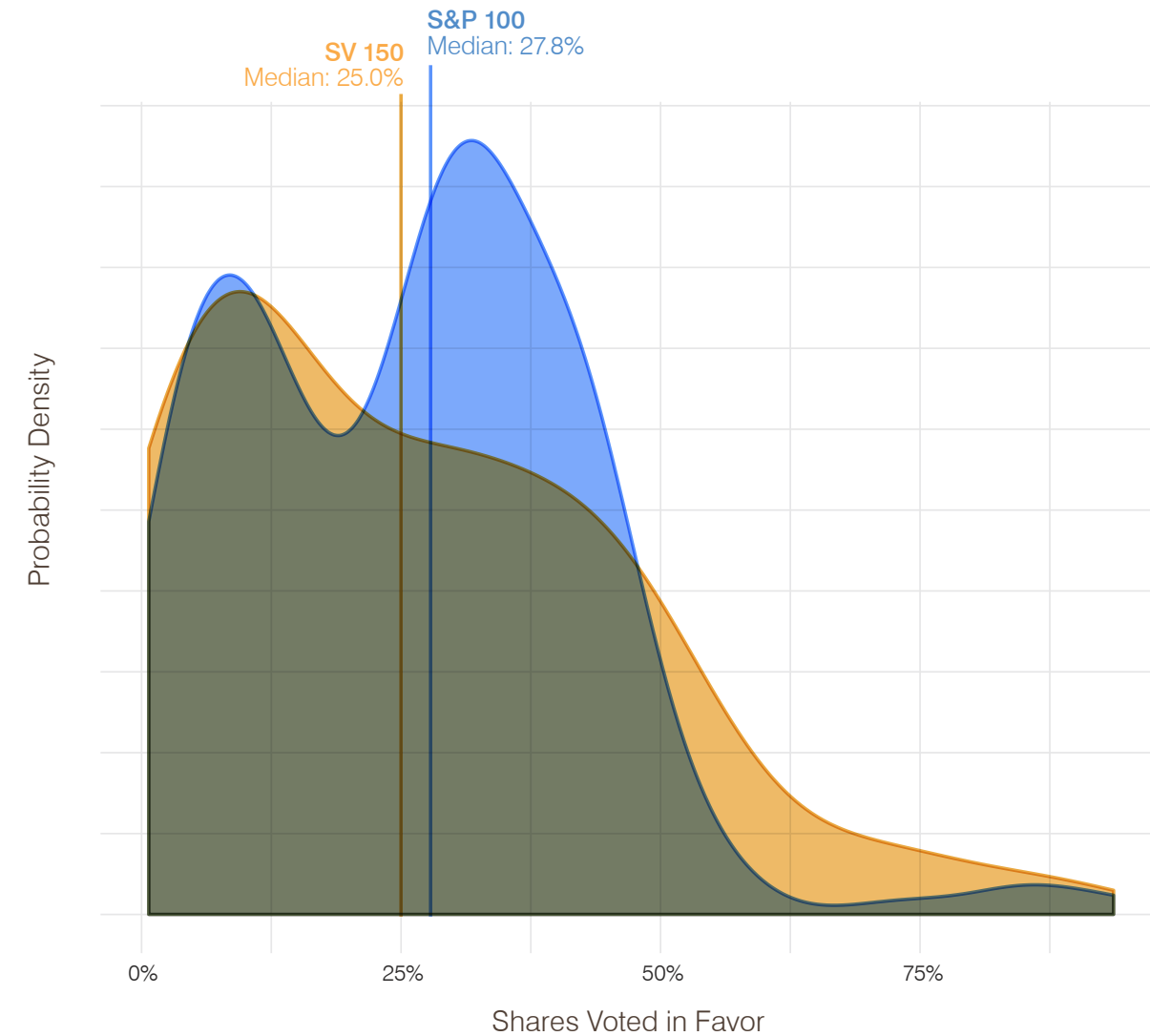
S&P 100 Stockholder-Sponsored Proposals (continued)	Total			Passed			Average %age of Shares For (of Votes Cast)			Average %age of Shares For (of Votes Cast or Abstained)			Average %age of Shares For (of Shares Represented)			Average %age of Shares For (of Shares Eligible)		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Permit Director Removal w/o Cause	1	0	0	1	0	0	54.5	0.0	0.0	53.7	0.0	0.0	41.9	0.0	0.0	32.9	0.0	0.0
Proxy Access	5	11	14	0	0	0	29.1	29.2	29.1	28.9	29.0	28.8	24.0	24.6	24.0	20.4	21.8	20.9
Recapitalization	0	0	1	0	0	0	0.0	0.0	36.2	0.0	0.0	36.0	0.0	0.0	29.5	0.0	0.0	25.4
Stockholder Ability to Act by Written Consent	19	12	11	0	1	1	34.8	38.7	39.5	34.4	38.3	39.1	29.2	32.2	32.7	25.1	28.3	28.3
Stockholder Ability to Call Special Mtgs	13	8	19	1	2	0	37.6	44.3	42.0	37.4	44.1	41.6	32.2	37.2	34.7	27.8	32.7	30.3
Shareholder Rights Plan/Poison Pill	0	0	1	0	0	0	0.0	0.0	46.4	0.0	0.0	46.1	0.0	0.0	37.0	0.0	0.0	31.5
Stockholder Approval of Bylaw Amendments	6	0	0	0	0	0	2.5	0.0	0.0	2.5	0.0	0.0	2.2	0.0	0.0	1.9	0.0	0.0
"True" / Ideological Diversity	3	0	0	0	0	0	5.2	0.0	0.0	5.2	0.0	0.0	4.0	0.0	0.0	3.4	0.0	0.0
Other Governance Issues	0	3	4	0	0	0	0.0	3.1	6.9	0.0	3.1	6.9	0.0	2.7	6.0	0.0		5.3
Policy Issues:	88	78	75	2	1	2	21.1	22.1	20.9	20.6	21.7	20.4	17.3	18.1	17.1	14.9	16.0	14.8
Animal Testing/Welfare	1	0	1	0	0	0	3.4	0.0	3.2	3.4	0.0	3.2	3.1	0.0	2.8	2.8	0.0	2.4
Anti-Discrimination/Diversity	19	17	7	0	0	0	13.9	22.3	22.7	13.5	21.7	21.8	11.7	18.8	18.7	10.2	16.7	16.5
Drug Pricing	2	0	0	0	0	0	24.4	0.0	0.0	23.8	0.0	0.0	20.3	0.0	0.0	18.1	0.0	0.0
Environmental/Sustainability	12	13	18	0	0	2	17.6	17.3	24.9	17.3	16.8	24.4	14.9	13.9	20.2	12.7	12.1	17.5
Health & Food Safety	6	6	0	0	0	0	19.1	12.8	0.0	18.2	12.5	0.0	14.7	9.7	0.0	12.5	8.5	0.0
Human Rights	13	7	10	0	0	0	15.6	19.5	6.2	15.2	19.1	6.2	12.9	15.4	5.3	11.2	13.4	4.4
Political/Lobbying Activities	27	28	31	1	0	0	30.5	28.0	27.1	29.9	27.6	26.5	24.6	23.1	22.0	21.0	20.5	19.1
Privacy and Data Security	1	0	1	0	0	0	31.0	0.0	11.6	30.5	0.0	11.3	24.5	0.0	8.9	21.0	0.0	7.7
Charitable Contributions	0	0	1	0	0	0	0.0	0.0	3.2	0.0	0.0	3.1	0.0	0.0	2.5	0.0	0.0	2.2
Other Policy Issues	7	7	6	1	1	0	23.2	18.0	6.9	22.4	17.6	6.8	19.2	14.8	6.2	16.8	13.1	5.3
General Business:	1	4	2	0	0	0	3.3	7.1	3.5	3.3	6.7	3.5	2.8	5.2	2.7	2.3	4.5	2.1
Stock Repurchase	0	0	1	0	0	0	0.0	0.0	5.6	0.0	0.0	5.6	0.0	0.0	4.2	0.0	0.0	3.1
Other General Business	1	4	1	0	0	0	3.3	7.1	1.4	3.3	6.7	1.4	2.8	5.2	1.3	2.3	4.5	1.2

Stockholder Proposals

Continued

The graph on this page shows the distribution by percentage approval of stockholder-sponsored proposals (across all subject areas) voted on by stockholders at SV 150 companies and S&P 100 companies during the 2020 proxy season (showing the median for each group).⁴⁴

STOCKHOLDER PROPOSAL APPROVAL DISTRIBUTION — SV 150 VS. S&P 100



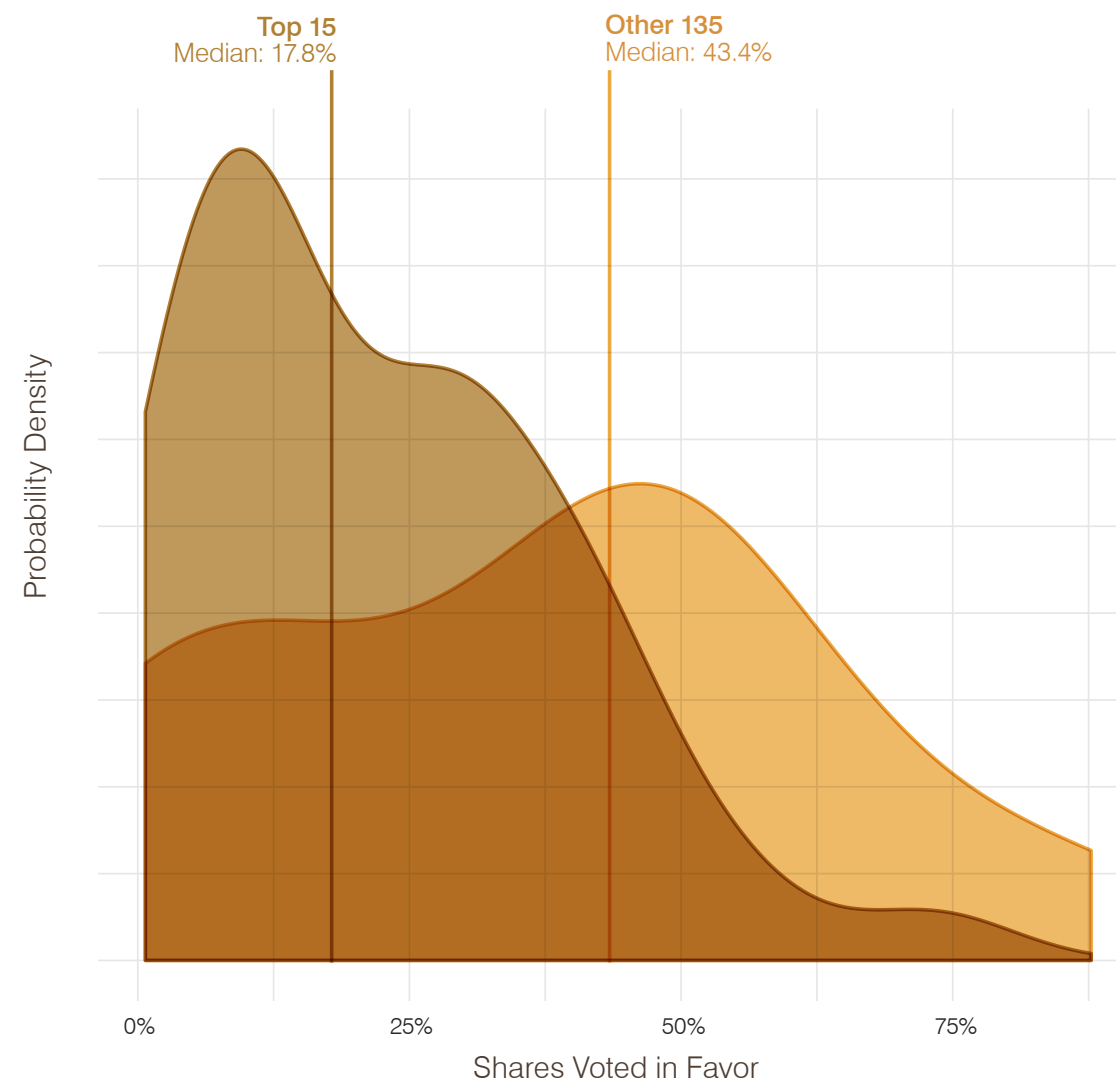
⁴⁴ See “Methodology—Results (including Tables and Graphics)” below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Stockholder Proposals

Continued

The graph on this page shows the distribution by percentage approval of stockholder-sponsored proposals (across all subject areas) voted on by stockholders at SV 150 companies broken down by the top 15 and remaining 135 companies during the 2020 proxy season (showing the median for each subgroup).⁴⁵

SV 150 STOCKHOLDER PROPOSAL DISTRIBUTION BREAKDOWN — TOP 15 AND OTHER 135



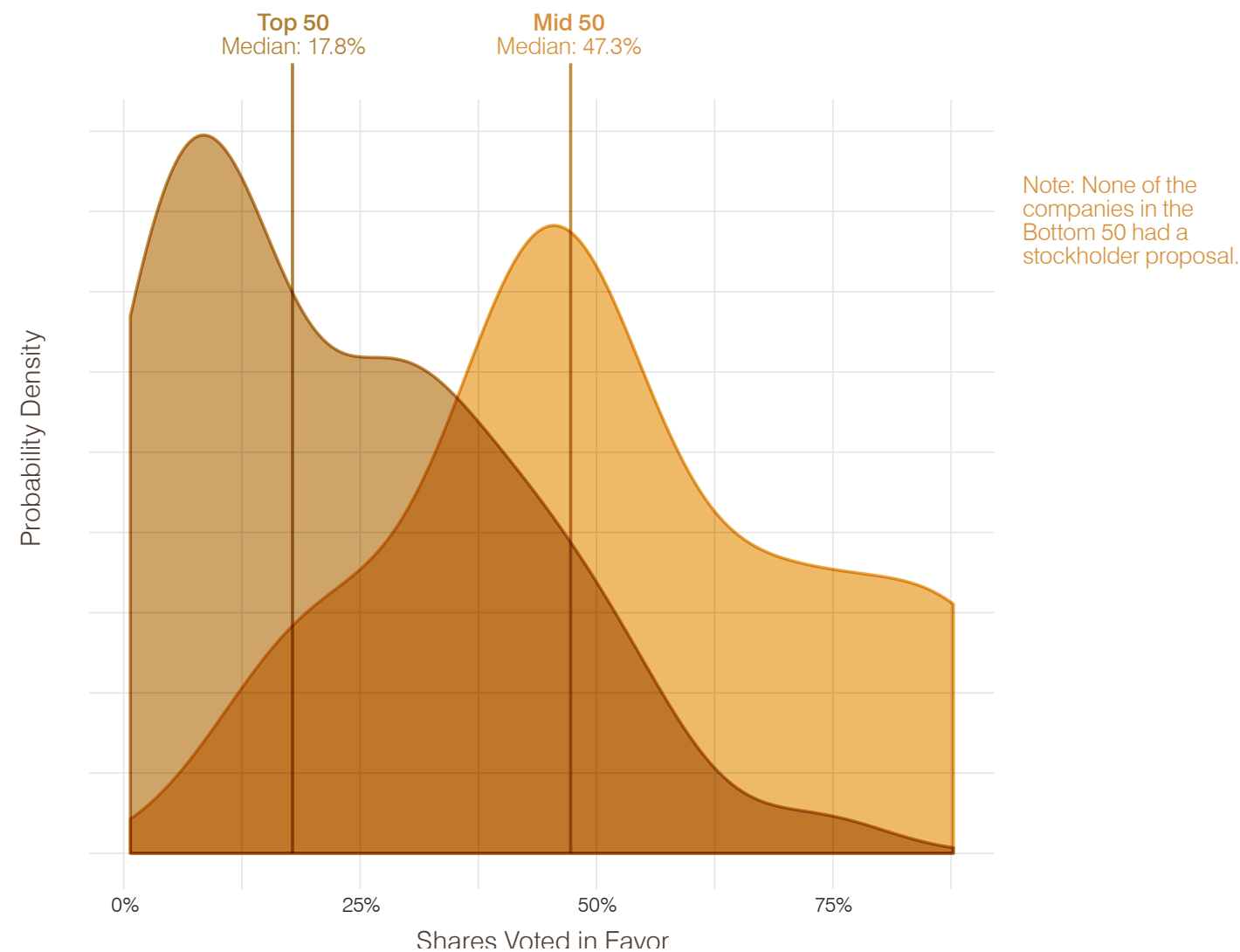
⁴⁵ There were 41 stockholder proposals voted on by stockholders among the top 15 companies and 14 among the bottom 135 companies of the SV 150 (see footnote 39 for details). See "Methodology—Results (including Tables and Graphics)" below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Stockholder Proposals

Continued

The graph on this page shows the distribution by percentage approval of stockholder-sponsored proposals (across all subject areas) voted on by stockholders at SV 150 companies for the top 50, middle 50 and bottom 50 companies during the 2020 proxy season (showing the median for the subgroup).⁴⁶

SV 150 STOCKHOLDER PROPOSAL DISTRIBUTION BREAKDOWN BY 50s



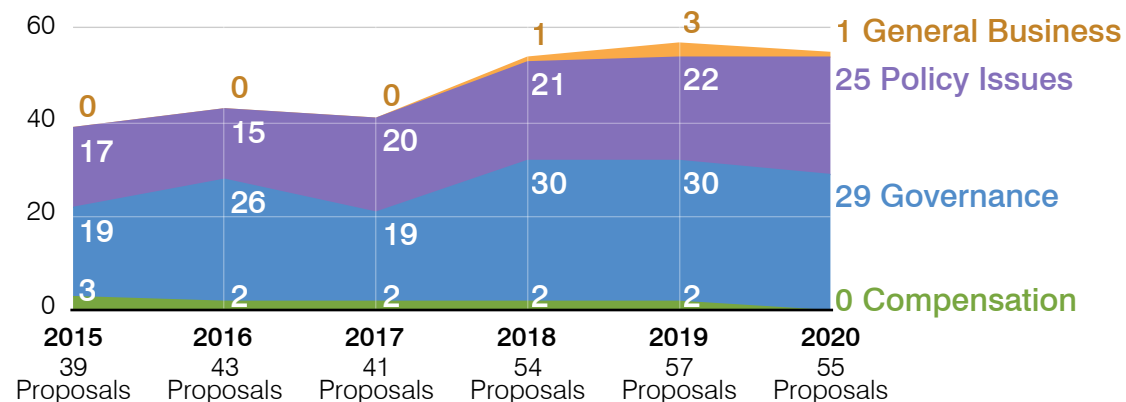
⁴⁶ There were 49 stockholder proposals voted on by stockholders among the top 50 companies and six stockholder proposals voted on by stockholders among five of the middle 50 companies. There were no stockholder proposals from the bottom 50 companies of the SV 150. None of the companies in the bottom 50 had a stockholder proposal, and only five companies did in the mid-50. See “Methodology—Results (including Tables and Graphics)” below for a discussion of the basis used in this graph and the representation of distribution as a probability density.

Stockholder Proposals

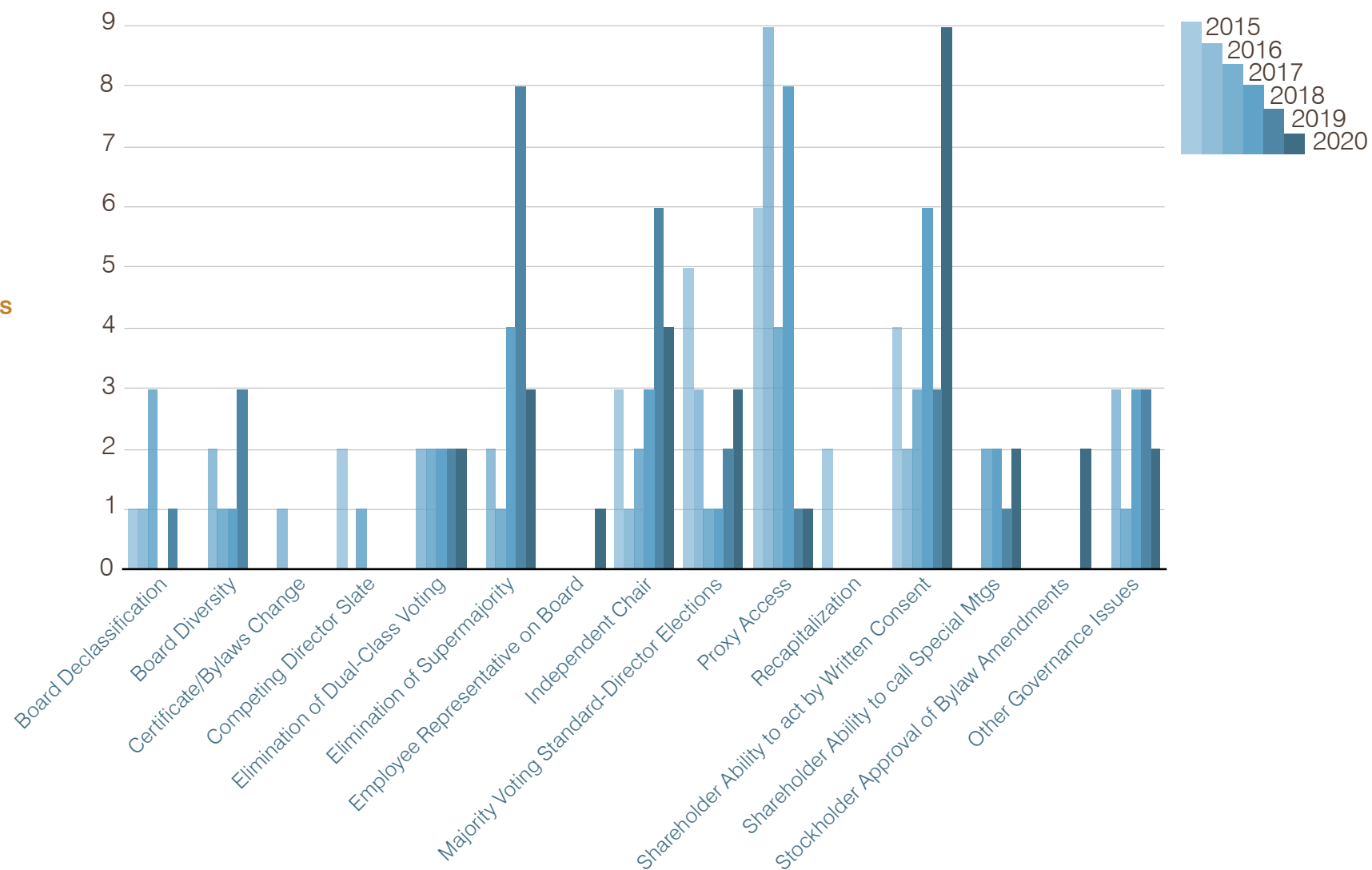
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The graphs on this page show stockholder-sponsored proposals voted on by stockholders at SV 150 companies broken down by subject area category and broken down by topic within the Governance area between 2015 and 2020.⁴⁷

SV 150 STOCKHOLDER PROPOSAL BREAKDOWN BY CATEGORY OVER TIME — 2015–2020



SV 150 GOVERNANCE-RELATED STOCKHOLDER PROPOSAL BREAKDOWN BY SUBJECT OVER TIME — 2015–2020



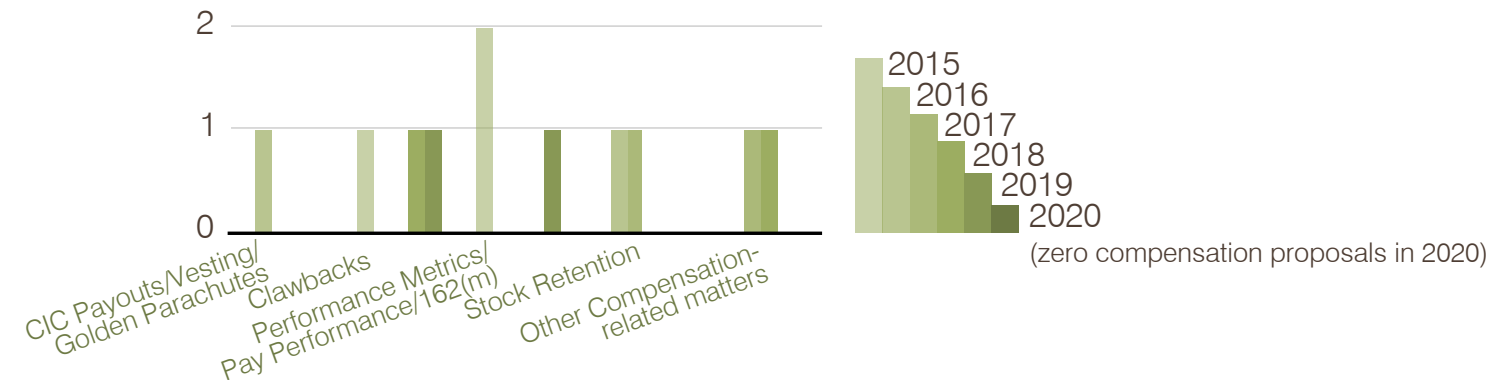
⁴⁷ The graph excludes competing director slates and stockholder proposals that had been included by a stockholder in the proxy statement for the annual meeting, but the proponent failed to present the proposal at, or withdrew the proposal prior to, the applicable meeting.

Stockholder Proposals

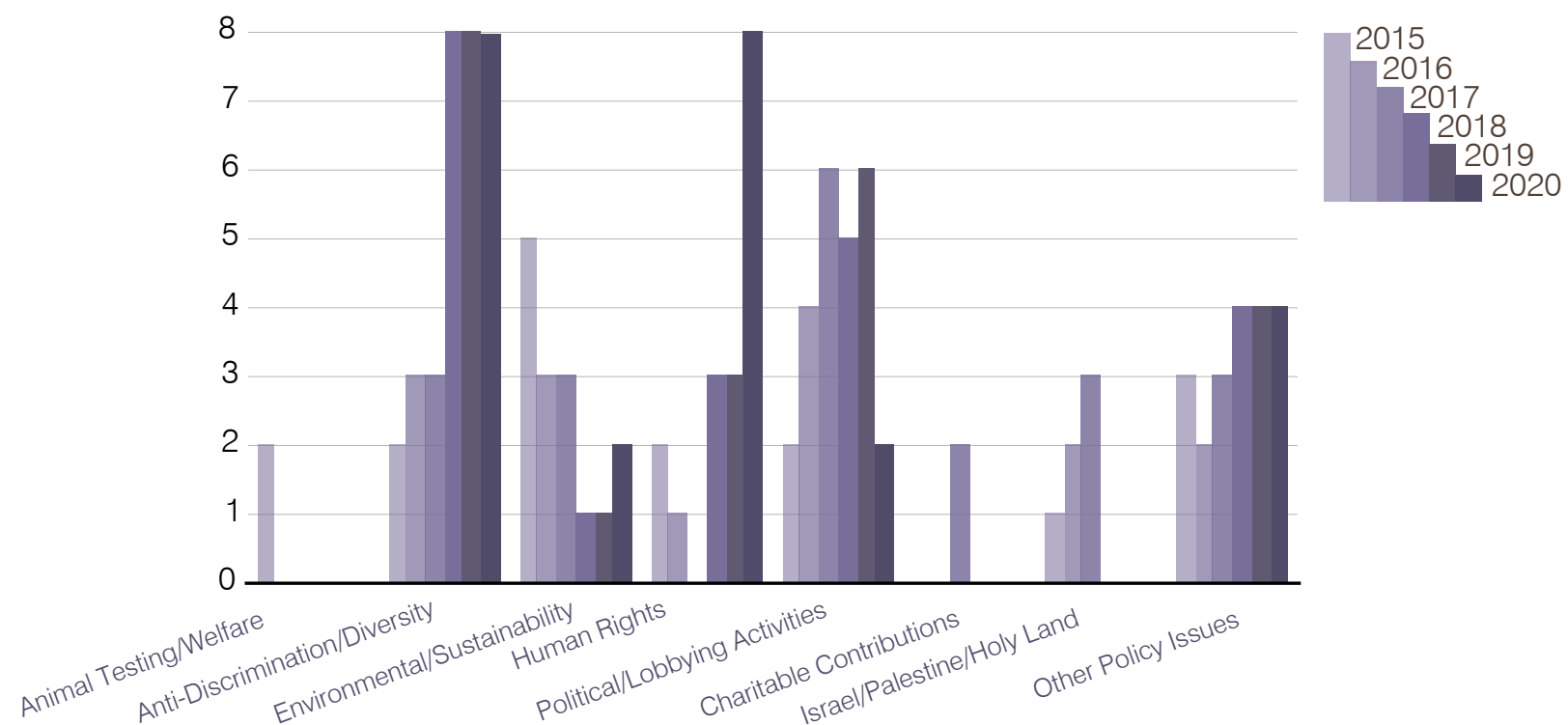
Continued

The graphs on this page show all compensation-related and policy-related stockholder-sponsored proposals voted on by stockholders at SV 150 companies broken down by topic between 2015 and 2020.⁴⁸

SV 150 COMPENSATION-RELATED STOCKHOLDER PROPOSAL BREAKDOWN BY SUBJECT OVER TIME — 2015–2020



SV 150 POLICY-RELATED STOCKHOLDER PROPOSAL BREAKDOWN BY SUBJECT OVER TIME — 2015–2020



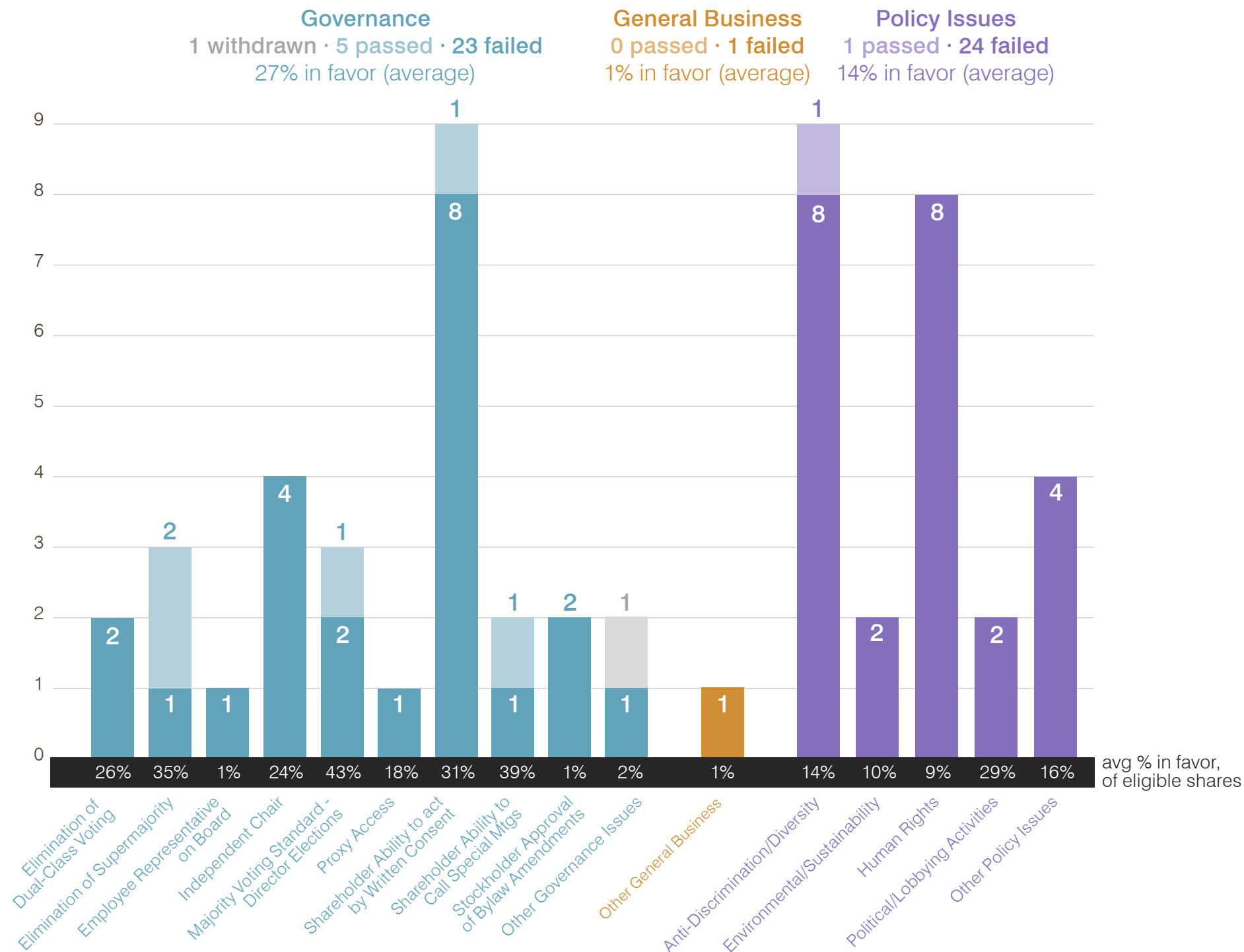
⁴⁸ These graphs exclude stockholder proposals that had been included by a stockholder in the proxy statement for the annual meeting, but the proponent failed to present the proposal at, or withdrew the proposal prior to, the applicable meeting.

Stockholder Proposals

Continued

The graph on this page shows the distribution by subject area category and topic of the stockholder-sponsored proposals voted on by stockholders at SV 150 companies during the 2020 proxy season, showing the number that passed or failed and the average percentage of shares in favor of such proposals (out of shares eligible to vote on the record date for the annual meeting).⁴⁹

SV 150 STOCKHOLDER PROPOSALS BY CATEGORY — 2020 PROXY SEASON



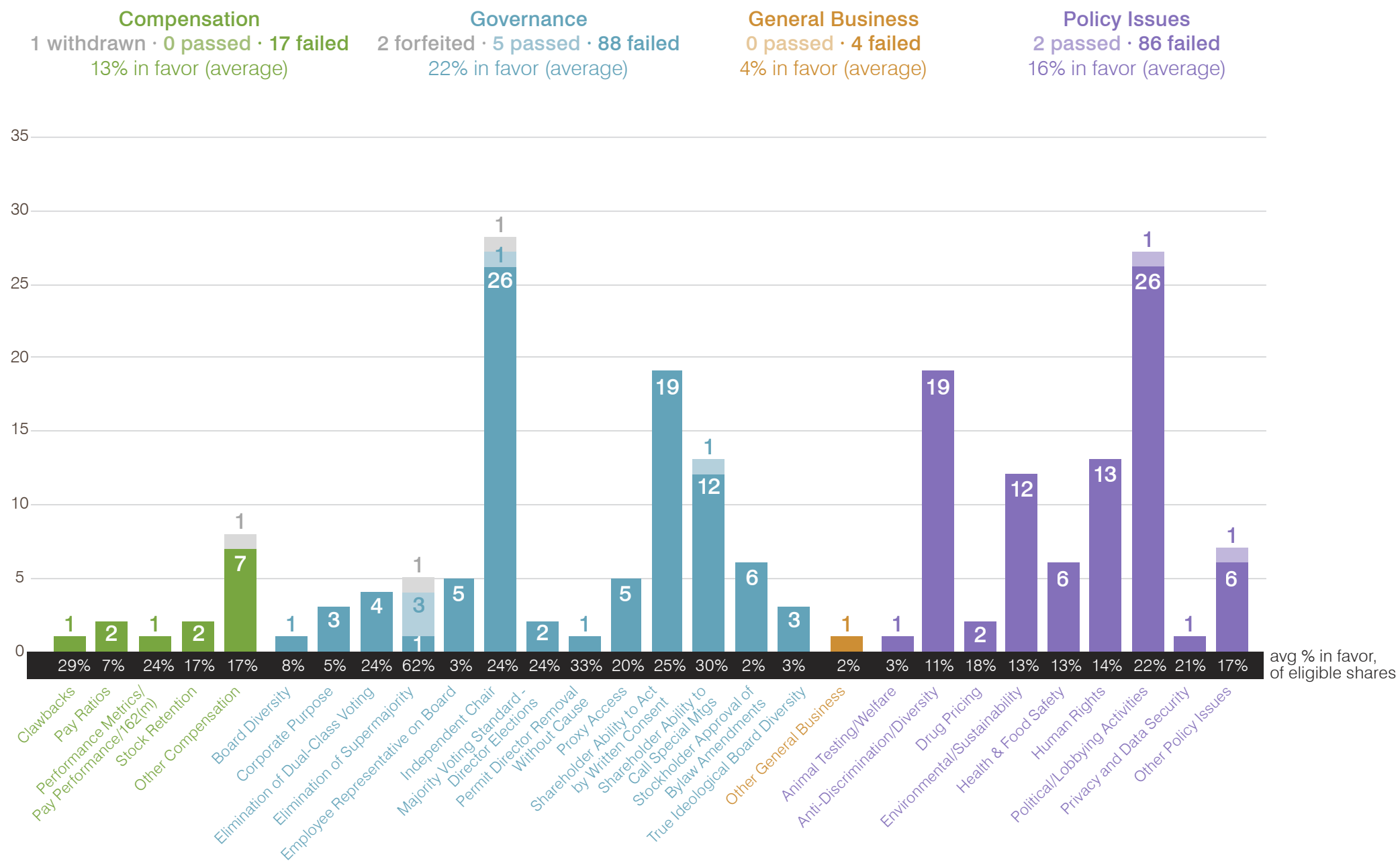
⁴⁹ The graph excludes competing director slates and stockholder proposals that had been included by a stockholder in the proxy statement for the annual meeting, but the proponent failed to present the proposal at, or withdrew the proposal prior to, the applicable meeting.

Stockholder Proposals

Continued

The graph on this page shows the distribution by subject area category and topic of the stockholder-sponsored proposals voted on by stockholders at S&P 100 companies during the 2020 proxy season, showing the number that passed or failed and the average percentage of shares in favor of such proposals (out of shares eligible to vote on the record date for the annual meeting).⁵⁰

S&P 100 STOCKHOLDER PROPOSALS BY CATEGORY — 2020 PROXY SEASON



⁵⁰ The graph excludes competing director slates and stockholder proposals that had been included by three companies in their proxy statement for the annual meeting, but the proponent failed to present the proposal at, or withdrew the proposal prior to, the applicable meeting.

Methodology

Group Makeup

We reviewed the proxy statements, and current reports on Form 8-K disclosing the results,⁵¹ for the annual meetings of the technology and life sciences companies included in the Fenwick – Bloomberg Law Silicon Valley 150 List (SV 150)⁵² and the large public companies in the Standard & Poor's 100 Index (S&P 100).⁵³ The makeup of the indices has changed over time as determined by their publishers,⁵⁴ with the SV 150 makeup being updated generally once annually and the S&P 100 changing more frequently.⁵⁵ For analytical purposes, companies are included in the survey if they appeared in

⁵¹ Since 2010, Item 5.07 of Form 8-K has required disclosure (within four business days) of the results of any matter submitted to a vote of stockholders. Prior to then, such results were often reported months later in quarterly reports on Form 10-Q or annual reports on Form 10-K.

⁵² 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, 2019. For many years, *The Mercury News* (fka the *San Jose Mercury News*) had published the SV 150 Index and discontinued announcement of the SV 150 in May 2017. Our 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.” (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, 2019. That group was used for purposes of the 2018 proxy season in this report (while *The Mercury News's* selections were used for data prior to the 2018 proxy season).

⁵³ See footnote 10 for the makeup of the S&P 100.

⁵⁴ 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 52).

⁵⁵ 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.

the relevant index as determined as of the most recent calendar year end.⁵⁶ 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 company acquisition). For example, in the 2020 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 one of the S&P 100 companies held annual meetings in the 2020 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) by June 30 of that year, irrespective of when the annual meeting was actually held.⁵⁷ 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.⁵⁸ 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).⁵⁹ In some instances, a company may not have filed an annual meeting

⁵⁶ I.e., the Fenwick survey for the 2020 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, 2019,” and the Standard & Poor's 100 constituents were based on the index makeup as of December 31, 2019.

⁵⁷ I.e., the proxy statements included in the 2020 proxy season survey were generally filed with the SEC from July 1, 2019, through June 30, 2020 (the annual meetings were usually held about two months following the filing of the proxy statement).

⁵⁸ This report is a companion supplement to a Fenwick survey titled *Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*, which analyzes governance trends over time in the SV 150, as well the large public companies included in the S&P 100 index (see footnote 1). For consistency, the cutoff application used in that survey was utilized for purposes of including annual meeting results in this report.

⁵⁹ 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.

Methodology

Continued

proxy statement during a year at all (or held any annual meeting).⁶⁰ In such instances, data was not included in this survey for such companies.

Taxonomy of Proposals

When categorizing the matters voted on by stockholders, each proposal was categorized by topic, with the topics themselves categorized by subject area in accordance with the taxonomy set forth below. These topics and subject areas are based on those seen at companies nationally as reflected in a variety of studies of company- and stockholder-sponsored proposals, particularly those involving the S&P 100, S&P 500 or Fortune 100 or Fortune 500 (though not exclusively).

Governance:

- Board Declassification
- Board Diversity
- Board Slate Approval
- Certificate/Bylaws Change
- Competing Director Slate
- Corporate Purpose
- Cumulative Voting (Add or Repeal)
- Elimination of Dual-Class Voting
- Elimination of Supermajority
- Employee Representative on Board
- Independent Chair
- Majority Voting Standard for Director Elections
- Permit Director Removal w/o Cause
- Proxy Access
- Recapitalization
- Stockholder Ability to Act by Written Consent
- Stockholder Ability to Call Special Meetings
- Stockholder Approval of Bylaw Amendments
- Stockholder Rights Plan/Poison Pill
- Strategic Alternatives for Dual-Class Company
- “True”/Ideological Board Diversity
- Other Governance Issues

Compensation:

- Adjust Performance Measures for Stock Buybacks
- Change-in-Control Payouts/Vesting/Golden Parachutes
- Clawbacks
- Death Benefits
- Director Compensation
- Equity Awards
- Option/Equity Plan Change/Approval
- Pay Benchmarking
- Pay Ratios
- Performance Metrics/Pay for Performance
- Say-on-Pay
- Say-on-Pay Frequency
- SERP-Related
- Stock Retention
- Option/Equity Repricing or Exchange Program Approval
- Other Compensation

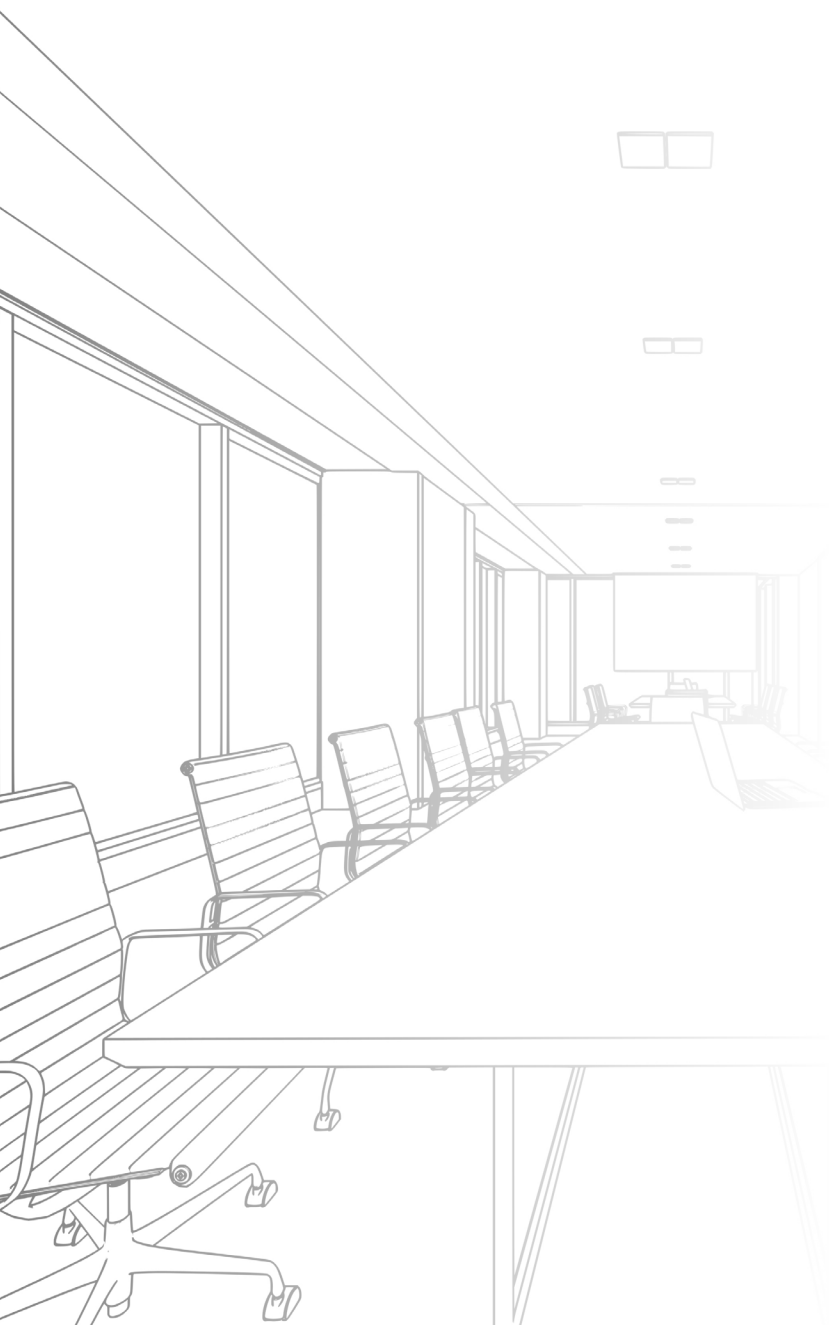
Policy Issues:

- Animal Testing/Welfare
- Anti-Discrimination/Diversity
- Charitable Contributions
- Drug Pricing
- Environmental/Sustainability
- Health & Food Safety
- Human Rights
- Israel/Palestine/Holy Land
- Political/Lobbying Activities
- Privacy and Data Security
- Other Policy Issues

General Business:

- Auditor Approval
- Reincorporation
- Stock Repurchase
- Other General Business

⁶⁰ This can occur for a variety of reasons, including (among others) instances where: (a) a company failed to file its periodic reports in a timely manner 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).



Contested / Uncontested Elections of Directors

For purposes of this study, an election was deemed to be uncontested when the only candidates for election were nominees of the company (generally, returning board members or new director candidates recruited by the board), and the only choice a stockholder had was to either vote “for” or “withhold” the vote from each candidate,⁶¹ rather than choosing the candidates that they most wanted to elect from a larger list than the number of board seats to be elected, including nominees from one or more other stockholders (which would be deemed a contested election). Instances where a proxy advisory firm may have recommended that stockholders “withhold” the vote from one or more board nominees, or where one or more stockholders may have engaged in some form of “withhold the vote” campaign or similar effort, were not counted as a contested election.

Results (Including Tables and Graphics)

There are a variety of bases upon which the success of various proposals could be measured:

- Percentage of votes cast (i.e., including only those shares specified as “for” or “against,” but excluding abstentions, broker non-votes and shares not represented at the meeting)
- Percentage of votes cast or abstained (i.e., excluding broker non-votes and shares not represented at the meeting)
- Percentage of shares represented at the meeting (i.e., adding in broker non-votes, but excluding shares not represented at the meeting) or
- Percentage of shares eligible to vote (i.e., including all shares outstanding as of the record date)

⁶¹ In some instances, voting “against” a board-nominated candidate is also made available by the company to stockholders as a choice on the proxy card (which serves effectively as a ballot in proxy voting). This is more common among larger companies. For purposes of calculating voting percentages and majority voting in this study, “against” votes were aggregated with “withheld” votes (as opposed to “for” votes). Similarly, some companies offer a choice of “abstain” (as opposed to “withhold”). In such instances, those were also treated the same as “withheld”) for purposes of calculating voting percentages and majority voting in this report.

In each case, the percentages presented in this report adjust for dual-class voting (where applicable).⁶² With the exception of director elections, the tables present results on these bases. In the case of director elections, the first basis is excluded, as votes “withheld” and abstentions are effectively votes “against” in such elections.

The reporting in the tables and graphics of a proposal as having “passed” or “failed” was based on the reporting of such outcomes in the applicable Form 8-K. In some instances, a matter will have been reported as “failed” even though the number of shares voted “for” such matter exceeded the number of shares voted “against” (or even the shares voted “against” plus abstentions and/or broker non-votes). This is generally due to a requirement in the applicable company’s charter or bylaws requiring that such matter be approved by something more than a majority of shares voted at the meeting (e.g., a majority of shares outstanding or some super-majority of shares).

The numerical results as reflected in the company Forms 8-K were generally accepted as-is. There were instances in which it appeared likely that the reported information contained some errors (e.g., the total number of director votes was different from the total votes reported in other matters), but the source or nature of the error could not be identified. In those instances, they were simply treated as if correct. In rare instances, the source or nature of the error was fairly obvious (e.g., reporting of broker non-votes for one matter that was different for all other matters for which discretionary broker voting was not permitted). In those instances, editorial judgment was applied, and a good-faith correction was made to the information used in the statistics presented in this report.

Each of the graphics showing distribution curves (such as the graph on page 9) represents the probability density of the distribution being represented. In

⁶² Where shares have more than one vote (or a fraction of a vote) per share, they are treated effectively as additional (or fractional) shares for purposes of the statistics presented in this report. For a more detailed discussion of dual-class voting, including trends and comparisons to the large public companies in the S&P 100, as well as a breakdown of data for the top 15, top 50, middle 50 and bottom 50 of the SV 150, see the most recent edition of *Corporate Governance Practices and Trends: A Comparison of Large Public Companies and Silicon Valley Companies*, available at <https://fenwick.com/CorporateGovernance>.

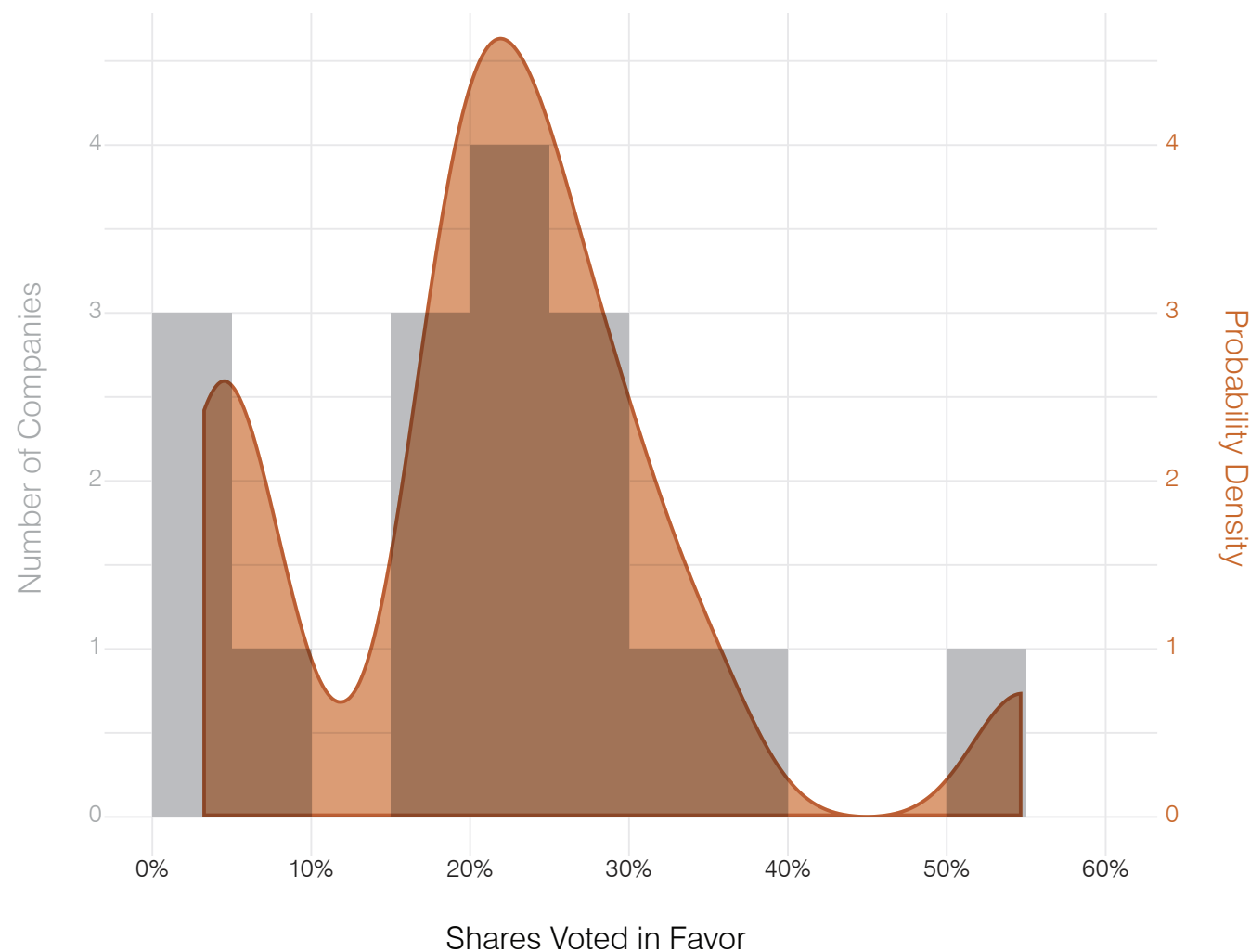
Methodology

Continued

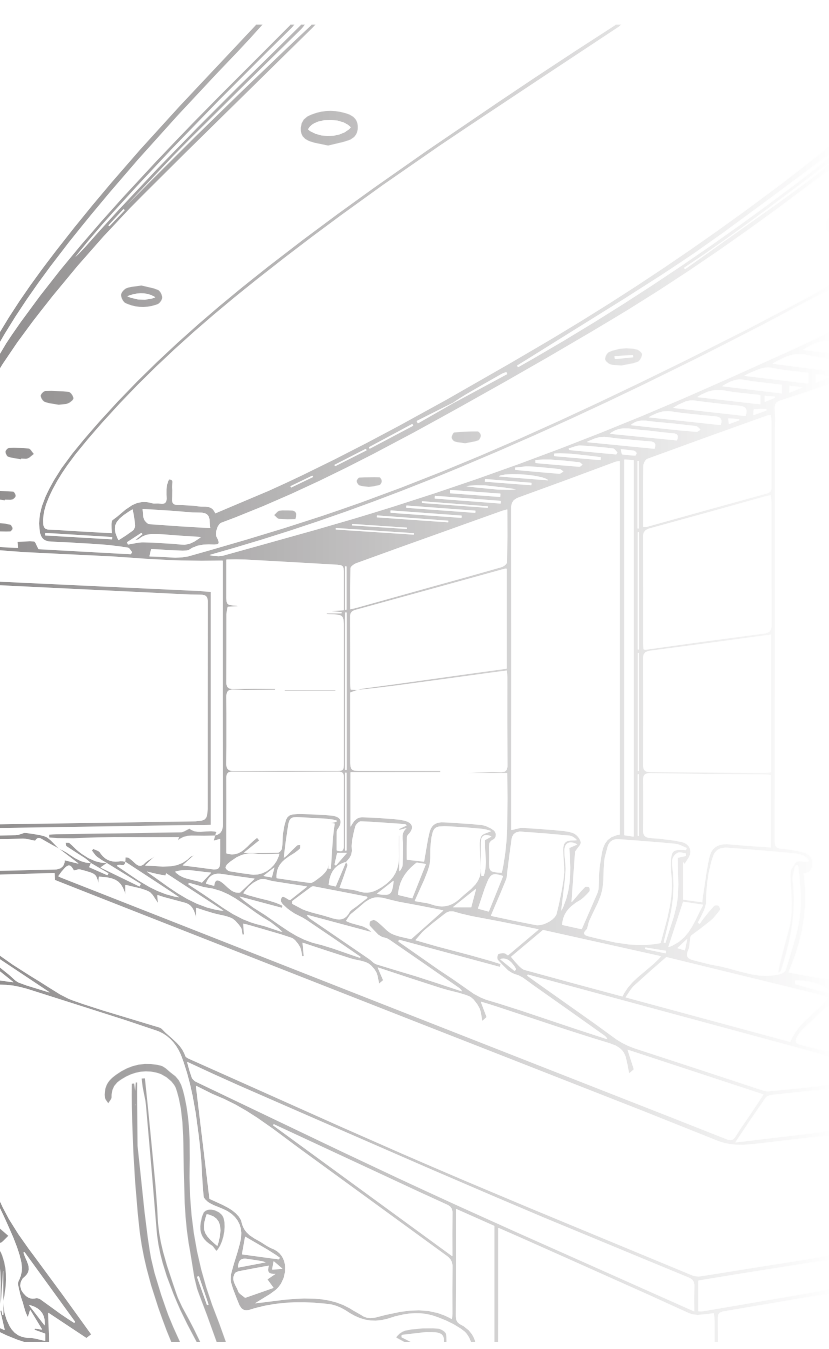


other words, the relative values on the y-axis reflect the relative probability of data points appearing on the x-axis (i.e., greater values on the y-axis mean a likelihood of a larger number of instances of the value at that point on the x-axis). The probability density curve should be thought of as a smoothing of a traditional distribution histogram of the same information (as shown in the illustrative graphic below).

Unless otherwise noted, the values on the x-axis are based on the amount of support expressed as a percentage of votes in favor of the proposal out of all votes “for,” “against” or “withheld”/“abstained” (ignoring broker non-votes and shares that were not represented at the meeting for calculation of the support-level percentage).



About the Firm and Author



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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[David A. Bell](#) co-chairs Fenwick's corporate governance practice. His practice also includes counseling public companies in corporate, securities and compliance matters, as well as initial public offerings mergers and acquisitions, venture capital financings, intellectual property licensing and

advising startup companies. He represents a wide range of technology companies, from privately held startups to publicly traded corporations.

The views expressed are those of the author 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 Standard & Poor's 100 Index.

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