
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Microsoft Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Your **Vote** Counts!

MICROSOFT CORPORATION

2023 Annual Meeting

Vote by December 6, 2023 11:59 PM ET. For shares held in a Plan, vote by December 4, 2023 11:59 PM ET.



C/O PROXY SERVICES
P.O. BOX 9163
FARMINGDALE, NY 11735



V23332-P97702-Z85851

You invested in MICROSOFT CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on December 7, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 23, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

December 7, 2023
8:30 a.m. PT

Virtually at:
www.virtualshareholdermeeting.com/MSFT23

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors: (The Board recommends a vote FOR each nominee) Nominees:	
01. Reid G. Hoffman	✔ For
02. Hugh F. Johnston	✔ For
03. Teri L. List	✔ For
04. Catherine MacGregor	✔ For
05. Mark A. L. Mason	✔ For
06. Satya Nadella	✔ For
07. Sandra E. Peterson	✔ For
08. Penny S. Pritzker	✔ For
09. Carlos A. Rodriguez	✔ For
10. Charles W. Scharf	✔ For
11. John W. Stanton	✔ For
12. Emma N. Walmsley	✔ For
2. Advisory Vote to Approve Named Executive Officer Compensation ("say-on-pay vote") (The Board recommends a vote FOR this proposal)	✔ For
3. Advisory Vote on the Frequency of Advisory Vote on Executive Compensation (The Board recommends a vote for 1 YEAR on this proposal)	1 Year
4. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2024 (The Board recommends a vote FOR this proposal)	✔ For
5. Report on Gender-Based Compensation and Benefit Gaps (The Board recommends a vote AGAINST this proposal)	✘ Against
6. Report on Risk from Omitting Ideology in EEO Policy (The Board recommends a vote AGAINST this proposal)	✘ Against
7. Report on Government Takedown Requests (The Board recommends a vote AGAINST this proposal)	✘ Against
8. Report on Risks of Weapons Development (The Board recommends a vote AGAINST this proposal)	✘ Against
9. Report on Climate Risks to Retirement Plan Beneficiaries (The Board recommends a vote AGAINST this proposal)	✘ Against
10. Report on Tax Transparency (The Board recommends a vote AGAINST this proposal)	✘ Against
11. Report on Data Operations in Human Rights Hotspots (The Board recommends a vote AGAINST this proposal)	✘ Against
12. Mandate for Third-Party Political Reporting (The Board recommends a vote AGAINST this proposal)	✘ Against
13. Report on AI Misinformation and Disinformation (The Board recommends a vote AGAINST this proposal)	✘ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".

BROADRIDGE FINANCIAL SOLUTIONS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
PO BOX 13427, SUITE 1300
BRENTWOOD, NY 11717

**BROADRIDGE
FINANCIAL SOLUTIONS, INC.**
ATTENTION:
TEST PRINT
51 MERCEDES WAY
EDGEWOOD, NY
11717

**



MICROSOFT CORPORATION

THIS IS A VOTING INSTRUCTION FORM.

You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **12/07/23 at 08:30 A.M. PST**

Make your vote count.

Vote must be received by 12/06/2023 to be counted.

→ **0123 4567 8192 1239**



Visit
www.ProxyVote.com



Call
1-800-454-8683



Return this form
in the enclosed
postage-paid
envelope.



Attend and
vote at the
meeting.



Scan to view materials and vote via smartphone.

Voting on www.ProxyVote.com is easy and fast!

Go to www.ProxyVote.com, enter the
control number above and vote!

The following proxy materials for the meeting are available at
www.ProxyVote.com:

PROXY STATEMENT, ANNUAL REPORT

VOTING INSTRUCTIONS

As the record holder for your shares, we will vote your shares based on your instructions.

Please provide us with your voting instructions before the meeting. If you do not provide us with your voting instructions, we may vote your shares at our discretion on those proposals we are permitted to vote on by New York Stock Exchange rules.

If you sign and return this form, we will vote any unmarked items based on the board's recommendations.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

X

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

MICROSOFT CORPORATION

The Board recommends you vote FOR the following director nominee(s): 1a through 1l

	For	Against	Abstain
1a. Election of Director: Reid G. Hoffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Election of Director: Hugh F. Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Election of Director: Teri L. List	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Election of Director: Catherine MacGregor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Election of Director: Mark A. L. Mason	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Election of Director: Satya Nadella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Election of Director: Sandra E. Peterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Election of Director: Penny S. Pritzker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Election of Director: Carlos A. Rodriguez	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j. Election of Director: Charles W. Scharf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1k. Election of Director: John W. Stanton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1l. Election of Director: Emma N. Walesley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote FOR the following proposal(s): 2

	For	Against	Abstain
2. Advisory Vote to Approve Named Executive Officer Compensation ("say-on-pay vote")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote 1 YEAR on the following proposal(s): 3

	1 year	2 years	3 years	Abstain
3. Advisory Vote on the Frequency of Advisory Vote on Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote FOR the following proposal(s): 4

	For	Against	Abstain
4. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote AGAINST the following proposal(s): 5 through 13

	For	Against	Abstain
5. Report on Gender-Based Compensation and Benefit Gaps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Report on Risk from Omitting Ideology in EEO Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Report on Government Takedown Requests	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Report on Risks of Weapons Development	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Report on Climate Risks to Retirement Plan Beneficiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Report on Tax Transparency	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTINUED ON THE REVERSE SIDE

0123 4567 8192 1239 12/07/23 123,456,789,012.00000
594918104 *****ACCOUNT P97209-01S GS2

Signature [PLEASE SIGN WITHIN BOX]

Date



12

U52025

0001614289_1_R1.0.0.6

X

PLEASE ENSURE YOU FOLD, THEN DETACH AND RETAIN THIS PORTION OF THE VOTING INSTRUCTION FORM.

	For	Against	Abstain
11. Report on Data Operations in Human Rights Hotspots	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Mandate for Third-Party Political Reporting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Report on AI Misinformation and Disinformation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE Such other business as may properly come before the meeting or any adjournment thereof.

0001614289_2_R1.0.0.6

BROADRIDGE FINANCIAL SOLUTIONS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
PO BOX 13427, SUITE 1300
BRENTWOOD, NY 11717

**IMPORTANT NOTICE REGARDING DELIVERY
OF SECURITY HOLDER DOCUMENTS (HH)
BROADRIDGE
FINANCIAL SOLUTIONS, INC.
ATTENTION:
TEST PRINT
51 HERCEDES WAY
EDGEWOOD, NY
11717**



MICROSOFT CORPORATION

THIS IS A VOTING INSTRUCTION FORM.

You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **12/07/23 at 08:30 A.M. PST**

Make your vote count.

Vote must be received by 12/06/2023 to be counted.

→ **0123 4567 8192 1239**



Visit
www.ProxyVote.com



Call
1-800-454-8683



Return this form
in the enclosed
postage-paid
envelope.



Attend and
vote at the
meeting.



Scan to view materials and vote via smartphone.

Voting on www.ProxyVote.com is easy and fast!

Go to www.ProxyVote.com, enter the
control number above and vote!

The following proxy materials for the meeting are available at
www.ProxyVote.com:

PROXY STATEMENT, ANNUAL REPORT

VOTING INSTRUCTIONS

As the record holder for your shares, we will vote your shares based on your instructions.

Please provide us with your voting instructions before the meeting. If you do not provide us with your voting instructions, we may vote your shares at our discretion on those proposals we are permitted to vote on by New York Stock Exchange rules.

If you sign and return this form, we will vote any unmarked items based on the board's recommendations.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

X

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

MICROSOFT CORPORATION

The Board recommends you vote FOR the following director nominee(s): 1a through 1l

1a. Election of Director: Reid G. Hoffman

For Against Abstain

1b. Election of Director: Hugh F. Johnston

1c. Election of Director: Teri L. List

1d. Election of Director: Catherine MacGregor

1e. Election of Director: Mark A. L. Mason

1f. Election of Director: Satya Nadella

1g. Election of Director: Sandra E. Peterson

1h. Election of Director: Penny S. Pritzker

1i. Election of Director: Carlos A. Rodriguez

1j. Election of Director: Charles W. Scharf

1k. Election of Director: John W. Stanton

1l. Election of Director: Emma N. Walesley

Yes No

HOUSEHOLDING ELECTION - Please indicate if you consent to receive certain future investor communications in a single package per household.

Signature [PLEASE SIGN WITHIN BOX] _____ Date _____

CONTINUED ON THE REVERSE SIDE

0123 4567 8192 1239 12/07/23 123,456,789,012.00000
594918104 *****ACCOUNT P97209-01S GS2



12 U52025 0001614289_1_R1.0.0.6

X

PLEASE ENSURE YOU FOLD, THEN DETACH AND RETAIN THIS PORTION OF THE VOTING INSTRUCTION FORM.

	For	Against	Abstain
11. Report on Data Operations in Human Rights Hotspots	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Mandate for Third-Party Political Reporting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Report on AI Misinformation and Disinformation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE Such other business as may properly come before the meeting or any adjournment thereof.

0001614289_2_R1.0.0.6



IMPORTANT NOTICE REGARDING DELIVERY
 OF SECURITY HOLDER DOCUMENTS (HH)
 BROADRIDGE
 FINANCIAL SOLUTIONS, INC.
 ATTENTION:
 TEST PRINT
 51 MERCEDES WAY
 EDGEWOOD, NY
 11717

2
 2
 2
 2

PLEASE RETAIN FOR YOUR RECORDS

HHSTD5

IMPORTANT NOTICE REGARDING HOUSEHOLDING ELECTION OF SHAREHOLDER COMMUNICATIONS

In December 2000, the Securities Exchange Commission enacted a rule that allows multiple shareholders residing at the same address the convenience of receiving a single copy of all shareholder communications if they consent to do so. This is known as "Householding". Please note that if you do not respond to this notice, Householding will start 60 days after the mailing of this notification. We will allow Householding only upon these certain conditions:

- The issuer agrees to have its documents Househeld.
- You agree to or do not object to the Householding of your materials.
- You have the same last name and exact address as another shareholder(s).

The HOUSEHOLDING ELECTION, which appears on the enclosed proxy card, provides a means for you to notify us whether or not you consent to participate in Householding. By marking "Yes" in the block provided, you will consent to participate in Householding. By marking "No", you will withhold your consent to participate. If you do nothing, you will be deemed to have given your consent to participate. Your affirmative or implied consent to Household will remain in effect until you revoke it. If you wish to revoke your consent, please call 1-866-540-7095 and follow the instructions or you may send a written request with your name, the name of your financial institution and your account number at the firm to: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. If you revoke your Householding election, each primary account holder will begin receiving individual copies within 30 days of your revocation.

P97209-01S

V20

HHSTD4