
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
-
-



CD PROXY SERVICES
P.O. BOX 9163
FARMINGDALE, NY 11735

D90892-P79402-Z83313

Your **Vote** Counts!

MICROSOFT CORPORATION

2022 Annual Meeting

Vote by December 12, 2022 11:59 PM ET. For shares held in a Plan, vote by December 8, 2022 11:59 PM ET.



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 13, 2022.**

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 29, 2022. 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 13, 2022
8:30 a.m. PT

Virtually at:
www.virtualshareholdermeeting.com/MSFT22

*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. Satya Nadella	✔ For
05. Sandra E. Peterson	✔ For
06. Penny S. Pritzker	✔ For
07. Carlos A. Rodriguez	✔ For
08. Charles W. Scharf	✔ For
09. John W. Stanton	✔ For
10. John W. Thompson	✔ For
11. Emma N. Walmsley	✔ For
12. Padmasree Warrior	✔ For
2. Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal)	✔ For
3. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2023 (The Board recommends a vote FOR this proposal)	✔ For
4. Shareholder Proposal - Cost/Benefit Analysis of Diversity and Inclusion (The Board recommends a vote AGAINST this proposal)	✘ Against
5. Shareholder Proposal - Report on Hiring of Persons with Arrest or Incarceration Records (The Board recommends a vote AGAINST this proposal)	✘ Against
6. Shareholder Proposal - Report on Investment of Retirement Funds in Companies Contributing to Climate Change (The Board recommends a vote AGAINST this proposal)	✘ Against
7. Shareholder Proposal - Report on Government Use of Microsoft Technology (The Board recommends a vote AGAINST this proposal)	✘ Against
8. Shareholder Proposal - Report on Development of Products for Military (The Board recommends a vote AGAINST this proposal)	✘ Against
9. Shareholder Proposal - Report on Tax Transparency (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 "Sign up for E-delivery".

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 **12/13/22 at 08:30 A.M. PST**

Make your vote count.

Vote must be received by 12/12/2022 to be counted.

→ 1472 0797 1133 0441



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:

The Notice & 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 will not vote your shares.

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

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: Satya Nadella

1e. Election of Director: Sandra E. Peterson

1f. Election of Director: Penny S. Pritzker

1g. Election of Director: Carlos A. Rodriguez

1h. Election of Director: Charles W. Scharf

1i. Election of Director: John W. Stanton

1j. Election of Director: John W. Thompson

1k. Election of Director: Emma N. Walesley

1l. Election of Director: Padmasree Warrior

The Board recommends you vote FOR the following proposal(s): 2 and 3

2. Advisory vote to approve named executive officer compensation

For Against Abstain

3. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2023

The Board recommends you vote AGAINST the following proposal(s): 4 through 9

4. Shareholder Proposal - Cost/Benefit Analysis of Diversity and Inclusion

For Against Abstain

5. Shareholder Proposal - Report on Hiring of Persons with Arrest or Incarceration Records

6. Shareholder Proposal - Report on Investment of Retirement Funds in Companies Contributing to Climate Change

7. Shareholder Proposal - Report on Government Use of Microsoft Technology

8. Shareholder Proposal - Report on Development of Products for Military

9. Shareholder Proposal - Report on Tax Transparency

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



1472 0797 1133 0441 12/13/22 123,456,789,012.00000
594918104 *****ACCOUNT P79122-01S GS2



Signature [PLEASE SIGN WITHIN BOX] Date

11

U30181

0001323488_1_R1.0.0.39

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**



1 OF 2
2

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 **12/13/22 at 08:30 A.M. PST**

Make your vote count.

Vote must be received by 12/12/2022 to be counted.

→ **1472 0797 1133 0441**



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:

The Notice & 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 will not vote your shares.

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

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: Satya Nadella

1e. Election of Director: Sandra E. Peterson

1f. Election of Director: Penny S. Pritzker

1g. Election of Director: Carlos A. Rodriguez

1h. Election of Director: Charles W. Scharf

1i. Election of Director: John W. Stanton

1j. Election of Director: John W. Thompson

1k. Election of Director: Emma N. Walesley

1l. Election of Director: Padmasree Warrior

The Board recommends you vote FOR the following proposal(s): 2 and 3

- 2. Advisory vote to approve named executive officer compensation
- 3. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2023

For Against Abstain

The Board recommends you vote AGAINST the following proposal(s): 4 through 9

- 4. Shareholder Proposal - Cost/Benefit Analysis of Diversity and Inclusion
- 5. Shareholder Proposal - Report on Hiring of Persons with Arrest or Incarceration Records
- 6. Shareholder Proposal - Report on Investment of Retirement Funds in Companies Contributing to Climate Change
- 7. Shareholder Proposal - Report on Government Use of Microsoft Technology
- 8. Shareholder Proposal - Report on Development of Products for Military
- 9. Shareholder Proposal - Report on Tax Transparency

For Against Abstain

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



1472 0797 1133 0441 12/13/22 123,456,789,012.00000
594918104 *****ACCOUNT P79122-01S GS2



Signature [PLEASE SIGN WITHIN BOX] Date

11
0001323488_1_R1.0.0.39 U30181



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

2
OF
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.

P79122-01S

V20

HHSTSA