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 \boxtimes Filed by a Party other than the Registrant \square

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



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.



D90892-P79402-Z83313

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

Microsoft

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 com	plete information an Control #	nd to vote, visit	t www.ProxyVote.com
Point your ca vote witho	one users mera here and ut entering a I number	Virtually at: www.virtualsh	Vote Virtually at the Meeting* December 13, 2022 8:30 a.m. PT

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

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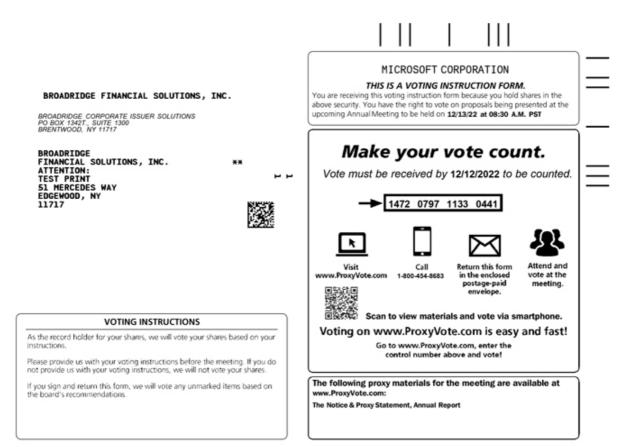
THIS IS NOT A VOTABLE BALLOT

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.

Vot	ing Items	Board Recommend
1.	Election of Directors: (The Board recommends a vote FOR each nominee)	
	Nominees:	
01.	Reid G. Hoffman	Ser 🕑 For
02.	Hugh F. Johnston	Ser 🕑 For
03.	Teri L. List	Ser Sor
04.	Satya Nadella	Ser 🕑 For
05.	Sandra E. Peterson	Ser Sor
06.	Penny S. Pritzker	Ser Sor
07.	Carlos A. Rodriguez	S For
08.	Charles W. Scharf	Ser Sor
09.	John W. Stanton	Ser Sor
10.	John W. Thompson	S For
11.	Emma N. Walmsley	Ser Sor
12.	Padmasree Warrior	Ser Sor
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".

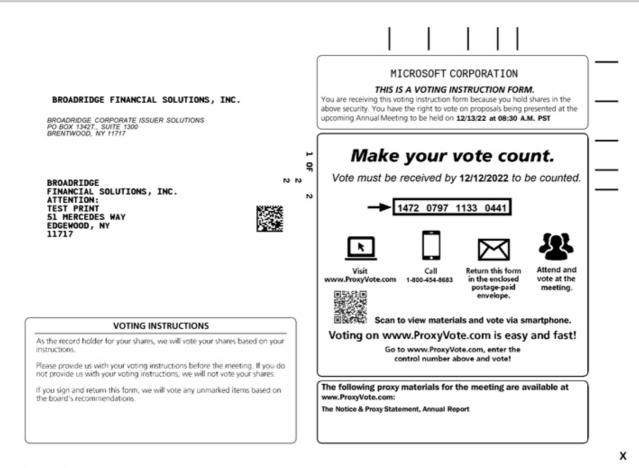
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THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

	MICROSOFT CORPORATION						-	٦
	The Board recommends you vote FOR the following director nominee(s):1a through 11	For	Against	Abstain	The Board recommends you vote FOR the following proposal(s):2 and 3	For	Against	Abstain
Ŧ	1a. Election of Director: Reid G. Hoffman	Ο	Ο	0	2. Advisory vote to approve named executive	0	0	0
	1b. Election of Director: Hugh F. Johnston	Ο	Ο	Ο	officer compensation 3. Ratification of the Selection of Deloitte &	Ο	0	0
	1c. Election of Director: Teri L. List	Ο	0	0	Touche LLP as our Independent Auditor for Fiscal Year 2023			
	1d. Election of Director: Satya Nadella	Ο	0	0	The Board recommends you vote AGAINST the following proposal(s):4 through 9	For	Against	Abstain
	1e. Election of Director: Sandra E. Peterson	Ο	0	0	 Shareholder Proposal - Cost/Benefit Analysis of Diversity and Inclusion 	Ο	0	0
	1f. Election of Director: Penny S. Pritzker	Ο	0	0	 Shareholder Proposal - Report on Hiring of Persons with Arrest or Incarceration Records 	Ο	0	0
	1g. Election of Director: Carlos A. Rodriguez	Ο	0	0	6. Shareholder Proposal - Report on Investment of	Ο	0	0
	1h. Election of Director: Charles W. Scharf	Ο	0	0	Retirement Funds in Companies Contributing to Climate Change			
181	11. Election of Director: John W. Stanton	Ο	0	0	7. Shareholder Proposal - Report on Government Use	Ο	0	0
U30181	1j. Election of Director: John W. Thompson	Ο	0	0	of Microsoft Technology 8. Shareholder Proposal - Report on Development of	Ο	0	0
	1k. Election of Director: Emma N. Walmsley	Ο	0	0	Products for Military 9. Shareholder Proposal - Report on Tax	Ο	0	0
R1.0.0.39	11. Election of Director: Padmasree Warrior	0	0	0	Transparency *NOTE* Such other business as may properly come before the meeting or any adjournment thereof.			
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	Signature [PLEASE SIGN WITHIN BOX] Date		2 0797 918104		0441 12/13/22 123,456,789,012.00000 ****ACCOUNT P79122-015 GS2			



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	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						-	Γ
	The Board recommends you vote FOR the following	For	Against	Abstain	The Board recommends you vote FOR the following	For	Against	Abstain
Ŧ	director nominee(s):1a through 11 1a. Election of Director: Reid G. Hoffman	Ο	Ο	0	proposal(s):2 and 3 2. Advisory vote to approve named executive	Ο	0	O
	1b. Election of Director: Hugh F. Johnston	Ο	Ο	Ο	officer compensation 3. Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for	Ο	0	0
	1c. Election of Director: Teri L. List	Ο	0	0	Fiscal Year 2023			
	1d. Election of Director: Satya Nadella	Ο	0	0	The Board recommends you vote AGAINST the	For	Against	Abstain
	1e. Election of Director: Sandra E. Peterson	0	0	0	following proposal(s):4 through 9 4. Shareholder Proposal - Cost/Benefit Analysis of	Ο	0	0
	1f. Election of Director: Penny S. Pritzker	Ο	0	0	Diversity and Inclusion 5. Shareholder Proposal - Report on Hiring of	Ο	0	0
	1g. Election of Director: Carlos A. Rodriguez	Ο	0	0	Persons with Arrest or Incarceration Records 6. Shareholder Proposal - Report on Investment of	Ο	0	0
	1h. Election of Director: Charles W. Scharf	Ο	0	0	Retirement Funds in Companies Contributing to Climate Change			
181	11. Election of Director: John W. Stanton	Ο	Ο	0	7. Shareholder Proposal - Report on Government Use	Ο	0	0
U30181	1j. Election of Director: John W. Thompson	Ο	0	0	of Microsoft Technology 8. Shareholder Proposal - Report on Development of Products for Military	Ο	0	0
	1k. Election of Director: Emma N. Walmsley	Ο	Ο	0	9. Shareholder Proposal - Report on Tax	Ο	0	0
R1.0.0.39	11. Election of Director: Padmasree Warrior	0	0	0	Transparency *NOTE* Such other business as may properly come before the meeting or any adjournment thereof.			
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	Sinnature IPI FASE SIGN WITHIN ROX1 Date		2 0797		1441 12/13/22 123,456,789,012.00000			

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EDGEWOOD, NY 11717

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PLEASE RETAIN FOR YOUR RECORDS

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: ٠ The issuer agrees to have its documents Househeld. You agree to or do not object to the Householding of your materials. ٠ ٠ 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.

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