# 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  $\Box$ 

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 Pursuant to §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 the appropriate box):

X No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



D60296-P62042-Z81037

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

### 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 November 30, 2021.

### 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 16, 2021. 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.



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

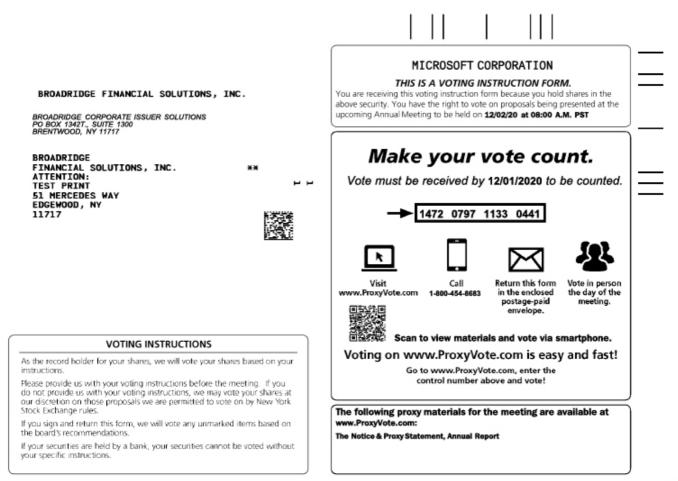
## THIS IS NOT A VOTABLE BALLOT

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.

Vot	ing Items	Board Recommend
1.	Election of Directors: (The Board recommends a vote FOR each nominee) Nominees:	
01.	Reid G. Hoffman	Sec. 10
02.	Hugh F. Johnston	Sec. 10
03.	Teri L. List	Sec. 20
04.	Satya Nadella	Sec. 20
05.	Sandra E. Peterson	Sec. 10
06.	Penny S. Pritzker	🕑 For
07.	Carlos A. Rodriguez	🛇 For
08.	Charles W. Scharf	🕑 For
09.	John W. Stanton	🛇 For
10.	John W. Thompson	Sec. 10
11.	Emma N. Walmsley	Sec. 10
12.	Padmasree Warrior	🕑 For
2.	Advisory vote to approve named executive officer compensation (The Board recommends a vote FOR this proposal)	🛛 For
3.	Approve Employee Stock Purchase Plan (The Board recommends a vote FOR this proposal)	Sec. 10
4.	Ratification of the Selection of Deloitte & Touche LLP as our Independent Auditor for Fiscal Year 2022 (The Board recommends a vote FOR this proposal)	🛛 For
5.	Shareholder Proposal - Report on median pay gaps across race and gender (The Board recommends a vote AGAINST this proposal)	🙁 Against
6.	Shareholder Proposal - Report on effectiveness of workplace sexual harassment policies (The Board recommends a vote AGAINST this proposal)	🙁 Against
7.	Shareholder Proposal - Prohibition on sales of facial recognition technology to all government entities (The Board recommends a vote AGAINST this proposal)	😢 Against
8.	Shareholder Proposal - Report on implementation of the Fair Chance Business Pledge (The Board recommends a vote AGAINST this proposal)	🙁 Against
9.	Shareholder Proposal - Report on how lobbying activities align with company policies (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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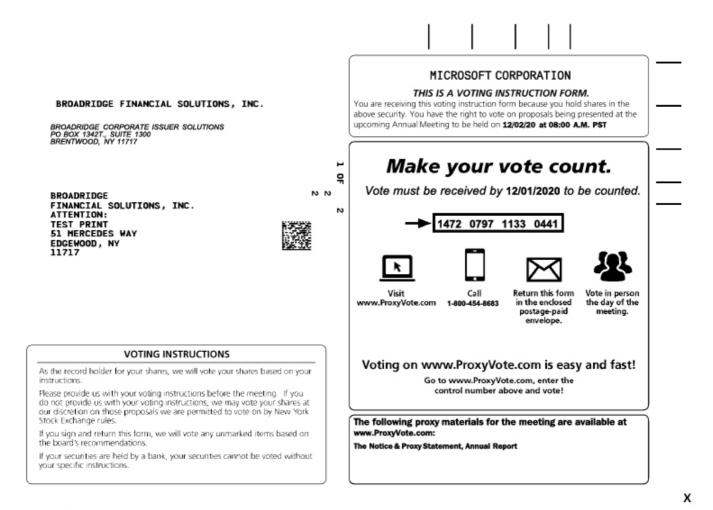


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### THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

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	MICROSOFT CORPORATION			Please check this box if you plan to attend the Meeting and vote your shares in person.	0	
11:0:1:10	<ul> <li>The Board recommends you vote FOR the following director nomines(s):1A through 1L</li> <li>1A. Election of Director: Reid G. Hoffman</li> <li>1B. Election of Director: Hugh F. Johnston</li> <li>1C. Election of Director: Teri L. List-Stoll</li> <li>1D. Election of Director: Satya Nadella</li> <li>1E. Election of Director: Sandra E. Peterson</li> <li>1F. Election of Director: Penny S. Pritzker</li> <li>1G. Election of Director: Arne M. Sorenson</li> <li>1I. Election of Director: John W. Stanton</li> <li>1J. Election of Director: John W. Stanton</li> <li>1J. Election of Director: Penna N. Walmsley</li> <li>1L. Election of Director: Padmasree Warrior</li> </ul>	Against 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Abstain	<ul> <li>The Board recommends you vote FOR the following proposal(s):2 and 3</li> <li>Advisory vote to approve named executive officer compensation.</li> <li>Ratification of Deloitte &amp; Touche LLP as our independent auditor for fiscal year 2021.</li> <li>The Board recommends you vote AGAINST the following proposal(s):4</li> <li>Shareholder Proposal - Report on Employee Representation on Board of Directors.</li> <li>"NOTE" Such other business as may properly come before the meeting or any adjournment thereof.</li> </ul>	For C For C	Against Abstain
0000000000	Signature [PLEASE SIGN WITHIN BOX] Date	 2 0797 918104		.     .    0441 12/02/20 123,456,789,012.00000 ****ACCOUNT P44133-015 GS2		



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ICROSOFT CORPORATION				Please check this bo vote your shares in	x if you plan to attend the Meeting and person.	0	_		
The Board recommends you vote FOR the following director nominee(s):1A through 1L 1A. Election of Director: Reid G. Hoffman	For	Against	Abstain	proposal(s):2 and 3	you vote FOR the following approve named executive	For	Against	Abstain	
18. Election of Director: Hugh F. Johnston	0	0	0	officer compensat 3. Ratification of D		0	O	0	
1C. Election of Director: Teri L. List-Stoll	O O	0	0		you vote AGAINST the	For	Against	Abstain	
<ol> <li>Election of Director: Satya Nadella</li> <li>Election of Director: Sandra E. Peterson</li> </ol>	D	0	0	following proposal(s) 4. Shareholder Propo					
1F. Election of Director: Penny S. Pritzker	0	0	0	"NOTE" Such other bu	siness as may properly				
<ol> <li>Election of Director: Charles W. Scharf</li> <li>Election of Director: Arne M. Sorenson</li> </ol>	O O	O O	0	come before the meeti	ng or any adjournment thereof.				
1I. Election of Director: John W. Stanton	0	0	0						
<ol> <li>Election of Director: John W. Thompson</li> <li>Election of Director: Emma N. Walmsley</li> </ol>	0	0	0						
1L. Election of Director: Padmasree Warrior	0	0	0						
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BROADRIDGE FINANCIAL SOLUTIONS, INC. ATTENTION: TEST PRINT 51 MERCEDES WAY EDGEWOOD, NY 11717

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### PLEASE RETAIN FOR YOUR RECORDS

### IMPORTANT NOTICE REGARDING HOUSEHOLDING ELECTION OF SHAREHOLDER COMMUNICATIONS

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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.

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