

**Microsoft Corporation  
Annual Shareholders Meeting  
December 7, 2023**

**RULES FOR CONDUCT OF MEETING**

Welcome to Microsoft Corporation's 2023 Annual Shareholders Meeting. In the interest of a productive and orderly meeting, we ask for your cooperation in observing the following rules and procedures:

1. The business of the Annual Shareholders Meeting (Annual Meeting) will be taken up as set forth in the Agenda. When an item on the Agenda is before the meeting for consideration, discussion should be confined to that item.
2. The only business matters to be conducted at the Annual Meeting are the matters for which proper notice has been provided, as set forth in the Notice of Annual Shareholders Meeting and Proxy Statement 2023 dated October 19, 2023.
3. Only shareholders as of the close of business on September 29, 2023, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Annual Meeting. Shareholders may vote until the polls close. The polls will close immediately before the presentation of the Preliminary voting results.
4. During the presentation of shareholder proposals, each presenter will have three minutes to present the proposal. A proposal may be presented live, through a video pre-recorded with MS Studios, or in pre-recorded audio form. Only one presenter per proposal is allowed. The presenter should restrict their comments to the shareholder proposal being presented. A shareholder should not address the meeting until recognized by the Chair or Secretary.
5. Nominations made during the meeting for membership on the Board will not be accepted unless the shareholder has previously notified the Secretary in writing of the intent to make the nomination (following all procedures set forth in the Company's Bylaws), and the person nominated has given written consent to such nomination and agreed to serve if elected.
6. We welcome questions from shareholders. An opportunity will be provided to present questions and comments during the question and answer session, which will include questions submitted in advance, and submitted live during the Annual Meeting.

Shareholders may submit a question in advance of the meeting at [www.proxyvote.com](http://www.proxyvote.com) after logging in with the control number ("Control Number"). The Control Number is found next to the label for postal mail recipients or within the email you received with your Proxy Statement materials.

Live questions may be submitted online beginning shortly before the start of the Annual Meeting through [www.virtualshareholdermeeting.com/MSFT23](http://www.virtualshareholdermeeting.com/MSFT23)

7. Shareholders' views, constructive comments, and criticisms are welcome, but the Board Chair will not address questions and stop discussions that are:
  - a. irrelevant to the business of the Company;
  - b. repetitious of statements made by other persons;
  - c. derogatory references to individuals or that are otherwise in bad taste
  - d. related to personal grievances; or
  - e. a matter of individual concern that is not a matter of interest to shareholders generally

Additionally, the Chair will stop discussions relating to proposals that were not previously submitted properly under SEC Rule 14a-8 or in accordance with the Company's advance notice Bylaw provisions.

8. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair or Secretary may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Chair or Secretary determines is appropriate in light of the circumstances.
9. These rules of conduct are intended to benefit all shareholders and proxies in attendance. The Chair has sole authority to preside over the Annual Meeting and make any and all determinations regarding the conduct of the Annual Meeting, including the administration and interpretation of these rules of conduct. Any action taken by the Chair at the Annual Meeting will be final, conclusive, and binding on all persons. Any person who refuses to comply with these rules of conduct may have their line muted.
10. Microsoft will record the Annual Meeting and a replay of the Annual Meeting will be available on our website for approximately one year from the date of the meeting. Any other recording of the Annual Meeting is prohibited.

If you have difficulty accessing the Annual Meeting, please call 1-844-986-0822 (toll free) or 303-562-9302 (international). Technicians will be available to assist you.

We will also make the Annual Meeting viewable to anyone interested in a Microsoft Teams broadcast at <https://www.microsoft.com/investor>.

We appreciate your participation. Your fellow shareholders will appreciate your courtesy in observing these procedures.

## **Annual Shareholders Meeting Agenda**

1. **Introduction & Lead Independent Director Comments** – Sandra Peterson
2. **Call to order** – Sandra Peterson
3. **Report on Notice of Meeting, Existence of a Quorum and Announcements** – Keith Dolliver
4. **Matters for shareholder consideration** – Keith Dolliver
  - **Election of directors**
  - **Advisory vote on named executive officer compensation**
  - **Advisory vote on the frequency of advisory vote on executive compensation**
  - **Ratification of the selection of Deloitte & Touche LLP as the company's independent auditor**
  - **9 shareholder proposals**
5. **Preliminary voting results** – Keith Dolliver
6. **Closing of the polls** – – Keith Dolliver
7. **Adjourn** – – Keith Dolliver
8. **CFO Comments** – Amy Hood
9. **CEO Comments** – Satya Nadella
10. **Moderated Q&A** – Brett Iversen  
**Panel:** Satya Nadella, Amy Hood, Brad Smith
11. **Meeting close**