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Concord, CA 94519  
August 5, 2021

SVP, Deputy General Counsel & Secretary

AT&T Inc.

208 S. Akard St, Suite 2954

Dallas, Texas 75202

via certified mail & emails "Wayne WIRTZ" <ww0118@att.com>, "Paul WILSON" <PW2209@att.com>, "Moni DEWALT" <md075v@att.com>

Re: Stockholder Proposal to 2022 Shareholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our proxy materials for the 2022 annual meeting of shareholders and a letter of my shares ownership. I will continuously hold these shares through the 2022 annual meeting of shareholders.

Again, I request AT&T set up an email account to receive stockholder proposals. My first certified mail was not received by AT&T and was returned in 2019.

Should you have any questions, please contact me at 925-643-5034 or zhao.cpri@gmail.com.



Yours truly,

*Jing Zhao*

Jing Zhao

Enclosure: Stockholder proposal, Shares ownership letter

## **Stockholder Proposal to Improve Executive Compensation Program**

Resolved: shareholders recommend that AT&T Inc. improve executive compensation program, such as to include the executive pay ratios factor and voices from employees.

### **Supporting Statement**

According to AT&T 2021 Proxy Statement, the total compensation of the median employee is \$89,399, the total compensation of the CEO is \$20,320,917, and the pay ratio is 227:1 (p.76). Furthermore, the total compensation of the executive Chairman is \$29,154,628 (p.60) making the pay ratio 326:1; the total compensation of the CEO-WarnerMedia is \$52,172,599 (p.60) making the pay ratio 584:1. There is no rational methodology of the executive compensation program to make the Chairman and a subordinate executive's compensation higher than the CEO's.

The executive compensation and pay ratios of big Japanese and European companies are much less than one tenth of big American companies. America's ballooning executive compensation is neither responsible for the society nor sustainable for the economy. There is no rational methodology to decide the executive compensation, particularly when there is no employee representation on boards.

There is a new trend pushing for employee representation on boards, a quite common practice in Europe. "Appointing workers' representatives to company boards may be an idea whose time has come," says Harvard Business Review, and a study found that employee representation on boards generated a 25% spike in productivity and increased wages.<sup>1</sup> Under the latest revised UK Corporate Governance Code and amended corporate regulations, boards must engage with employees and the wider workforce to enhance the employee voices in the boardroom.<sup>2</sup>

It is time for American executives as citizens to take the social responsibility on their own initiative rather than to be forced by the public. The board has the flexibility to reform the Human Resource Committee to improve the executive compensation program, such as to include the executive pay ratios factor and voices from employees.

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<sup>1</sup> <https://www.govenda.com/blog/employee-representation-on-boards/>

<sup>2</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>