

1745 Copperleaf Ct
Concord, CA 94519
September 15, 2022

Gilead Sciences, Inc.
Attention: Corporate Secretary
333 Lakeside Drive
Foster City, California 94404
(via email generalcounsel@gilead.com & post mail)

Re: Proposal to 2023 Stockholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our company's proxy materials for the 2023 annual meeting of stockholders and a letter confirming my shares. I will continuously hold these shares through the 2023 annual meeting of stockholders.

I encourage Gilead Sciences to honestly engage with shareholders on important policy issues. I am available in person to meet you and via teleconference between 10am – 5pm Monday-Friday at 925-643-5034 or at zhao.cpri@gmail.com from today to December 15, 2022 and beyond.

Yours truly,



Jing Zhao

Enclosure: stockholder proposal, letter of shares

Stockholder Proposal on Democratic Reform of the Board Election

Resolved: stockholders recommend that Gilead Sciences, Inc. (the Company) reform the election of the board to list more candidates than the number of directors of the board to be elected.

Supporting Statement

“Director compensation has now soared to a level that inevitably makes pay a subconscious factor affecting the behavior of many non-wealthy members.... Frequently, the possession of one such directorship bestows on its holder three to four times the *annual* [originally emphasized] median income of U.S. households.... If the NWD [non-wealthy director] has seriously challenged his/her present CEO’s compensation or acquisition dreams, his or her candidacy will silently die. When seeking directors, CEOs don’t look for pit bulls. It’s the cocker spaniel that gets taken home.”
–Warren E. Buffett, Chairman of the Board of Berkshire Hathaway, February 22, 2020.

Shareholders in JPMorgan Chase & Co., Intel, and other big companies voted in 2022 against their companies’ compensation for their top executives.

The American corporate boards and executives have become a class of oligarchy, as defined by Aristotle, according to his *Politics*. In this great classic, Aristotle demonstrated that in a stable polis, the ratio of the rich citizen’s land to the poor citizen’s land should not be over 5 to 1.

One of the main problems is that corporate boards are not democratically elected. The board needs democratic reform to elect members from more diversified candidates. Shareholders should have the right to choose from more candidates than the number of the board of directors to be elected.

This democratic reform proposal should be implemented as not to violate any contractual obligations, with amendments to the Company’s governing documents as needed. The board has the flexibility to implement this proposal to design the criteria and process to nominate at least one more candidate than the number of directors of the board to be elected.