

1745 Copperleaf Ct
Concord, CA 94519
November 12, 2024

Marc D. Hamburg
Senior Vice President/Chief Financial Officer and Secretary
Berkshire Hathaway Inc.
3555 Farnam Street, Suite 1440,
Omaha, NE 68131
(via email mdhamburg@brka.com , emschmidt@brka.com & certified mail)

Re: Proposal to 2025 Stockholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our company's proxy materials for the 2025 annual meeting of stockholders and a letter confirming my shares. I will continuously hold these shares through the 2025 annual meeting of stockholders.

I encourage Berkshire Hathaway to engage with stockholders on important policy issues, including providing an email account to receive shareholder proposals for better and secure communication, as the SEC and many companies do. I am available to discuss with you between 11am – 5pm Central Time December 2-6, 2024, or other dates/times for your convenience. Please contact me at zhao.cpri@gmail.com (I will provide the phone # to communicate later).

Yours truly,



Jing Zhao

Enclosure: stockholder proposal, letter of shares

Stockholder Proposal to Improve Executive Compensation Program

Resolved: stockholders recommend that Berkshire Hathaway (our Company) improve the executive compensation program to include the factor of the highest NEO's pay ratio.

Supporting Statement

The Economic Policy Institute found that “from 1978–2023, top CEO compensation shot up 1,085%, compared with a 24% increase in a typical worker’s compensation.”¹ America’s ballooning executive compensation is not sustainable for the economy, and there is no rational methodology to decide the executive compensation, particularly because there is no consideration of the CEO pay ratio. The increase of disparity of income has a direct negative impact on American social disorder. The CEO pay ratios of big Japanese and European companies are about the same level of the CEO pay ratios of big American companies in the late 1970s and early 1980s.

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 community (polis), the ratio of the rich citizen’s land to the poor citizen’s land should not be over 5 to 1. Our Company did not reveal the highest NEO’s pay ratio. This is against the spirit of Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act Item 402(u) of Regulation S-K which requires the CEO (the highest NEO) pay ratio disclosure. Our Company’s highest NEO’s pay ratio for 2023 is 20,016,500 to 76,726 = 261 to 1 (Proxy Statement 2024). The shareholders in JPMorgan Chase & Co., Intel, Netflix, Salesforce and other big companies rejected sky-high executive pay packages in 2022, 2023, and 2024.

Adam Smith said: “Wealth, as Mr Hobbes says, is power.” As a social contract, the American public gives the corporate board the power and trust to run the corporate business without the employee representation in the board; and the board is nominated and elected without any competition (the number of candidates is the same number of board’s seats). To make the executive wealth abnormally far above the employees and the American people is to abuse the power and trust.

Human nature has not changed so much since Aristotle. The Company has the flexibility to reform the Compensation and Human Capital Committee to improve the executive compensation program, such as including the factor of the highest NEO’s pay ratio.

¹By Josh Bivens, Elise Gould, and Jori Kandra, September 19, 2024.