

## **Opposition Statement to Zhao Shareholder Proposal**

Our Board carefully considered this stockholder proposal and concluded that its adoption would not be in the best interests of the Company or its stockholders. In particular, our Board believes that our policies and practices already compare favorably to those requested by the proponent.

Our commitment to public policy is fundamental to our business. We are a global company with worldwide operations. We recognize and take seriously our responsibility to engage public policy matters that impact our business operations and stakeholders globally. Our policies, practices, procedures and public disclosures related to public policy are broadly structured to address a wide array of issues, including the following:

- *Human Rights*: We are committed human rights and have adopted a number of policies in furtherance of ensuring that human rights are respected, including policies regarding responsible sourcing, ethical labor practices and supply chain accountability.
- *Corporate Social Responsibility*: Our operational philosophy and culture are based on our vision to deliver the best possible results for the communities we serve by living a set of shared core values. We have advanced our core corporate responsibility objectives and operational philosophy through several channels and mechanisms, including the following:
  - award-winning, global workplace satisfaction;
  - a philanthropic focus on contributing time, talent, products, services and money to nonprofit organizations and schools in the vicinity of our major employee population centers;
  - worldwide charitable giving, including disaster relief efforts;
  - volunteerism; and
  - environmental stewardship.
- *Vendor Chain Management*: We believe in operational excellence and compliance with applicable laws and regulations in our global supply chain, which includes labor practices, integrity of materials, quality control, environmental compliance, export control and other trade laws.
- *Political Activities and Expenditures*: We maintain procedures related to donations, whether monetary, product or otherwise.
- *Government Relations Activities*: We are committed to compliance with rules and regulations that apply to government contracting and business communications with government officials, their prime contractors or their agents.

Our Management, Integrity and Compliance Office and Community Relations Team maintain oversight with respect to our public policy commitments around the world.

Given the broad, worldwide scope of our current policies and practices relating to public policy matters in the areas described by the proponent and our existing commitment to continuing engagement on these issues, our Board does not believe that the additional actions requested by the stockholder proposal are necessary.

**The Board of Directors Unanimously Recommends That Stockholders  
Vote AGAINST Proposal No. [●]**