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**Dana C. Kahney**  
**Associate General Counsel and**  
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February 14, 2017

Via FedEx

Mr. Jing Zhao  
262 Altadena Circle  
Bay Point, CA 94565

Re: Statement in Opposition to Shareholder Proposal

Dear Mr. Zhao:

Pursuant to Securities Exchange Act Rule 14a-8(m)(3), enclosed is Verizon Communication Inc.'s statement in opposition to the shareholder proposal that you submitted for inclusion in the proxy statement to be distributed by Verizon in connection with its 2017 annual meeting of shareholders. Also enclosed is a copy of the proposal as it will appear in the proxy statement.

We note that pursuant to Securities Exchange Act Rule 14a-8(h) and Verizon's Bylaws, either you or your designated representative must appear personally at the annual meeting to present the proposal. Please let me know by April 27, 2017 if you or your designated representative will attend the annual meeting to present the proposal. In the event that your designated representative will attend the annual meeting to present the proposal, notice of the designation, including the identity of the representative, must be provided to Verizon at least forty-eight (48) hours prior to the meeting.

Very truly yours,

  
Dana C. Kahney

Enclosures

## Item 6: Human Rights Committee

Mr. Jing Zhao, owner of 50 shares of Verizon's common stock, proposes the following:

### Shareholder Proposal on Human Rights Committee

Resolved: Shareholders recommend that Verizon Communications Inc. (Verizon) establish a Human Rights Committee to review, assess, disclose, and make recommendations to enhance Verizon's corporate policy and practice on human rights. The board of directors is recommended, in its discretion and consistent with applicable laws to: (1) designate the members of the committee, (2) provide the committee with sufficient funds for operating expenses, (3) adopt a charter to specify the powers of the committee, (4) empower the committee to solicit public input and to issue periodic reports to shareholders and the public on the committee's activities, findings and recommendations, and (5) adopt any other measures.

#### Supporting Statement

Verizon has to seriously deal with international human rights issues since Yahoo has become part of Verizon. Yahoo failed because of its disastrous unethical human rights practice. US-Japan-China Comparative Policy Research Institute's Corporate Social Responsibility Review <http://cpri.tripod.com/cpr2016/csrr5.pdf> rated Yahoo the lowest "F" with detailed documents since 2007, including some recently published coverage regarding the Yahoo Human Rights Fund (YHRF) and Yahoo's agent Harry Wu:

1) The Statement by Seven Former Chinese Political Prisoners Regarding the Death of Harry Wu and the Abuses of the Yahoo Human Rights Fund <https://chinachange.org/2016/04/28/statement-by-seven-former-chinese-political-prisoners-regarding-the-death-of-harry-wu-and-the-abuses-of-the-yahoo-human-rights-fund/> (April 28, 2016): "of the approximately \$14-15 million of the YHRF that has been spent from 2008 to 2015, only about \$700,000 was used to provide humanitarian aid to Chinese dissidents."

2) The Complicated and Contradictory Legacy of Harry Wu <https://foreignpolicy.com/2016/05/25/the-complicated-and-contradictory-life-of-harry-wu-china-yahoo/> (Foreign Policy Report May 25, 2016): "he was ready to break rules or even laws."

3) Gadflies at the Gate: Why Do Individual Investors Sponsor Shareholder Resolutions? <http://www.gsb.stanford.edu/faculty-research/publications/gadflies-gate-why-do-individual-investors-sponsor-shareholder> (Stanford Business School, August 2016) introduced my proposal at the 2011 Yahoo shareholders meeting: "Finally, one investor succeeded in compelling Yahoo to include his proposal on human rights violations following five years of rejection." My proposal mentioned: "Yahoo Human Rights Fund has been politically abused."

4) Champion of Human Rights in China Leaves a Tarnished Legacy <http://www.nytimes.com/2016/08/14/us/champion-of-human-rights-in-china-leaves-a-tarnished-legacy.html> (New York Times August 13, 2016): "He.....spending more than \$13 million of the Yahoo money to operate his own foundation." "In some years, financial disclosure forms show that the foundation spent less than 2 percent of annual disbursements on direct assistance to Chinese dissidents or their families; in recent years, such grants all but dried up."

To prevent Verizon from becoming Yahoo, please vote for this proposal.

## **Our Board of Directors recommends that you vote against this proposal for the following reasons:**

While Verizon shares the proponent's concern for human rights, the Board believes that adoption of this proposal is unnecessary to maintain Verizon's continued commitment to universal human rights.

Support for universal human rights has long been and will continue to be a core value and a significant part of the way in which Verizon conducts business. Verizon's commitments are expressed in our Credo, our Code of Conduct, our Human Rights Policy and our Supplier Code of Conduct. Verizon strives to create an environment of respect, integrity and fairness for our employees and customers wherever we do business, and we expect our business partners to operate the same way. Verizon's Human Rights Policy is consistent with the spirit and intent of widely recognized international human rights principles, including the United Nations Universal Declaration of Human Rights. Verizon's Supplier Code of Conduct mandates that our partners and suppliers, both locally and globally, conduct their operations not only in compliance with applicable laws but in an ethically responsible manner.

The Board does not believe that a separate committee focused on human rights is necessary to further enhance the Company's commitment to human rights. Verizon's existing governance framework already includes a designated committee of its Board of Directors – the Corporate Governance and Public Policy Committee – that has responsibility for overseeing Verizon's policies relating to corporate social responsibility, including human rights, as well as a broad array of public policy issues. In light of this, the Board believes that the formation of a new human rights committee would duplicate the work of this committee.

Finally, the proponent's belief that Verizon must establish a separate human rights committee because "Yahoo has become part of Verizon" and "Yahoo failed because of its disastrous unethical human rights practice" is based on an incorrect premise. Yahoo has not become part of Verizon. On July 25, 2016, Verizon announced that the Company had entered into a definitive agreement under which Verizon will acquire Yahoo's operating business. That transaction has not yet closed. Accordingly, Verizon has extremely limited visibility into Yahoo's human rights practices and at the present time has no reason to believe Verizon's current corporate governance structure will not be sufficient to address the impact of any human rights issues relating to Yahoo on Verizon's business worldwide.

For all of these reasons, the Board believes that establishing an additional Board committee is unnecessary and would not be in the best interest of shareholders. Accordingly, the Board recommends that you vote against this proposal.