**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the**

**Annual Shareholders Meeting to Be Held on December 4, 2019.**

E85145-P28693



*C/O PROXY SERVICES P.O. BOX 9163*

*FARMINGDALE, NY 11735*

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** October 8, 2019

**Date:** December 4, 2019 **Time:** 8:00 a.m. PT

**Virtual Meeting:** Meeting live via the Internet-please visit [www.virtualshareholdermeeting.com/MSFT19.](http://www.virtualshareholdermeeting.com/MSFT19)

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/MSFT19](http://www.virtualshareholdermeeting.com/MSFT19) and be sure to have the information that is printed in the box marked by the arrow

XXXX XXXX XXXX XXXX (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [*www.proxyvote.com*,](http://www.proxyvote.com/) scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**

*How to Access the Proxy Materials*

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page)

and visit: [*www.proxyvote.com,*](http://www.proxyvote.com/) or scan the QR Barcode below.

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com/)

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL\**: sendmaterial@proxyvote.com

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow

XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before November 20, 2019 to facilitate timely delivery.

**VIEW MATERIALS & VOTE** 

**How To Vote**

*Please Choose One of the Following Voting Methods*

**SCAN TO**

E85146-P28693

**Vote By Internet:**

*Before The Meeting:*

Go to [*www.proxyvote.com*](http://www.proxyvote.com/) or from a smartphone, scan the QR Barcode above*.* Have the information that is printed in the box

marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

*During The Meeting:*

Go to [*www.virtualshareholdermeeting.com/MSFT19.*](http://www.virtualshareholdermeeting.com/MSFT19) Have the information that is printed in the box marked by the

arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends a vote "FOR" EACH OF THE FOLLOWING NOMINEES, "FOR" PROPOSAL 2, "FOR" PROPOSAL 3, "AGAINST" PROPOSAL 4 and "AGAINST" PROPOSAL 5.**

1. Election of Directors: (The Board recommends a vote FOR

each nominee)

01. William H. Gates lll

02. Reid G. Hoffman

2. Advisory vote to approve named executive officer compensation

(The Board recommends a vote FOR this proposal)

3. Ratification of Deloitte & Touche LLP as our independent auditor for fiscal year 2020

(The Board recommends a vote FOR this proposal)

03. Hugh F. Johnston

04. Teri L. List-Stoll

4. Shar eholder Pr oposal - Report on Employee

Representation on Board of Directors

(The Board recommends a vote AGAINST this proposal)

5. Shareholder Proposal - Report on Gender Pay Gap

(The Board recommends a vote AGAINST this proposal)

05. Satya Nadella

06. Sandra E. Peterson

07. Penny S. Pritzker

08. Charles W. Scharf

09. Arne M. Sorenson

10. John W. Stanton

11. John W. Thompson

12. Emma Walmsley

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13. Padmasree Warrior