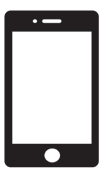
**SCAN TO**



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**VIEW MATERIALS & VOTE**

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

*FARMINGDALE, NY 11735*

**VOTE BY INTERNET**

*Before The Meeting* - Go to [**www.proxyvote.com**](http://www.proxyvote.com/) or scan the QR code above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on November 29, 2021 for shares held directly and by

11:59 p.m. Eastern Time on November 25, 2021 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [**www.virtualshareholdermeeting.com/MSFT21**](http://www.virtualshareholdermeeting.com/MSFT21)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m.

Eastern Time on November 29, 2021 for shares held directly and by 11:59 p.m. Eastern Time

on November 25, 2021 for shares held in a Plan. Have your proxy card in hand when you call

and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we

have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way,

Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D60290-P62042-Z81037

KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

DETACH AND RETURN THIS PORTION ONLY

**MICROSOFT CORPORATION**

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

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

**For Against Abstain**

01. Reid G. Hoffman

02. Hugh F. Johnston

03. Teri L. List

04. Satya Nadella

! ! !

! ! !

! ! !

! ! !

**For Against Abstain**

4. Ratification of the Selection of Deloitte & Touche LLP as our

!

! !

Independent Auditor for Fiscal Year 2022

(The Board recommends a vote FOR this proposal)

**The Board of Directors recommends a vote “AGAINST” Proposals**

05. Sandra E. Peterson

! ! !

**5 through 9.**

5. Shareholder Proposal - Report on median pay gaps across race and

**For Against Abstain**

06. Penny S. Pritzker ! ! !

07. Carlos A. Rodriguez ! ! !

08. Charles W. Scharf ! ! !

09. John W. Stanton ! ! !

10. John W. Thompson ! ! !

11. Emma N. Walmsley ! ! !

12. Padmasree Warrior ! ! !

2. Advisory vote to approve named executive officer compensation

!

! !

(The Board recommends a vote FOR this proposal)

3. Approve Employee Stock Purchase Plan

!

! !

(The Board recommends a vote FOR this proposal)

gender

(The Board recommends a vote AGAINST this proposal)

!

! !

6. Shareholder Proposal - Report on effectiveness of workplace sexual harassment policies

!

! !

(The Board recommends a vote AGAINST this proposal)

7. Shareholder Proposal - Prohibition on sales of facial recognition technology to all government entities

!

! !

(The Board recommends a vote AGAINST this proposal)

8. Shareholder Proposal - Report on implementation of the Fair

!

! !

Chance Business Pledge

(The Board recommends a vote AGAINST this proposal)

9. Shareholder Proposal - Report on how lobbying activities align with company policies

!

! !

(The Board recommends a vote AGAINST this proposal)

**Note:** Please sign exactly as your name or names appear(s) on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

**Annual Shareholders Meeting Information:**

[www.virtualshareholdermeeting.com/MSFT21](http://www.virtualshareholdermeeting.com/MSFT21)

**Date:** November 30, 2021

**Time:** 8:30 AM PT

**Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com.](http://www.proxyvote.com/)

D60291-P62042-Z81037

**MICROSOFT CORPORATION**

**This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints JOHN W. THOMPSON and SATYA NADELLA, and each of them, with full power of substitution, as proxies to vote all the shares the undersigned is entitled to vote at the Annual Shareholders Meeting of the Company to be held virtually November 30, 2021 at 8:30 a.m. Pacific Time and at any adjournments thereof. Such shares shall be voted as indicated with respect to the proposals listed on the reverse side hereof and in the discretion of the proxies on such other matters as may properly come before the meeting or any adjournment thereof in accordance with and as described in the Notice and Proxy Statement of the Annual Shareholders Meeting.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made as to any item, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**