20-990965

Secretary of State Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)	SI-PT 108	FILED Secretary of State State of California DEC 18 2020 This Space For Office Use Only

IMPORTANT - Read instructions before completing this form.

Filing Fee – There is no fee for filing the Corporate Disclosure Statement.

Copy Fees – First page $1.00, each additional page $0.50; Certification Fee - $5.00

1. **Corporate Name** (Enter the exact name of the corporation as it is recorded with the California Secretary of State.)

Microsoft Corporation

2. **7-Digit Secretary of State Entity (File) Number**

C 1 8 6 8 8 0 7

3. **Jurisdiction** (Enter the state, foreign country or other place where the corporation is formed)

Washington

4. **Independent Auditor**

4a. Name of the Independent Auditor that prepared the most recent auditor's report.

Deloitte & Touche LLP

4b. Description of other services, if any, performed by the Independent Auditor named in Item 4a.

See Item 4b Attachment

4c. Name of the Independent Auditor employed by the corporation on the date of this statement, if different from Item 4a.

5. **Reporting Compliance with California Corporations Code Sections 301.3 and 2115.5**

5a. Check the applicable statement for the **current** calendar year (select only one box):

- [x] The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.
- [ ] The corporation has moved its principal executive office **into** California from another state.
- [ ] The corporation has moved its principal executive office **out** of California into another state.

5b. **Total** number of directors on the corporation's **current** Board of Directors (select only one box).

- [x] 6 or more
- [ ] 5
- [ ] 4 or fewer

5c. Number of **female** directors on the corporation's **current** Board of Directors (select only one box).

- [x] 3 or more
- [ ] 2
- [ ] 1
- [ ] 0

6. **Required Statutory Disclosures**

6a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?	[ ] Yes [x] No
6b. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description.	[ ] Yes [x] No
6c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.	[ ] Yes [x] No

- CONTINUE ON NEXT PAGE -

1/5

20-990965

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)
(Page 2 of 2)

7. Directors

	Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1)	See Item 7 Attachment				☐Yes ☐No	☐Yes ☐No
2)					☐Yes ☐No	☐Yes ☐No
3)					☐Yes ☐No	☐Yes ☐No
4)					☐Yes ☐No	☐Yes ☐No
5)					☐Yes ☐No	☐Yes ☐No
6)					☐Yes ☐No	☐Yes ☐No
7)					☐Yes ☐No	☐Yes ☐No
8)					☐Yes ☐No	☐Yes ☐No
9)					☐Yes ☐No	☐Yes ☐No
10)					☐Yes ☐No	☐Yes ☐No
11)					☐Yes ☐No	☐Yes ☐No
12)					☐Yes ☐No	☐Yes ☐No
13)					☐Yes ☐No	☐Yes ☐No
14)					☐Yes ☐No	☐Yes ☐No
15)					☐Yes ☐No	☐Yes ☐No
16)					☐Yes ☐No	☐Yes ☐No

8. Executive Officers

8a.	Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1)	See Item 8a Attachment				☐Yes ☐No	☐Yes ☐No
2)					☐Yes ☐No	☐Yes ☐No
3)					☐Yes ☐No	☐Yes ☐No
4)					☐Yes ☐No	☐Yes ☐No
5)					☐Yes ☐No	☐Yes ☐No

8b.	Chief Executive Officer (if not named in 8a)	Compensation	Shares	Options	Bankruptcy	Fraud
	See Item 8b Attachment				☐Yes ☐No	☐Yes ☐No

8c.	Additional Executive Officers (if not named in 8a or 8b)		
1)		☐Bankruptcy	☐Fraud
2)		☐Bankruptcy	☐Fraud
3)		☐Bankruptcy	☐Fraud

9. Loans to Members of the Board of Directors

	Names of Directors	Description of Loan including Amount and Terms
1)		
2)		

If additional space is needed, place the additional information on only one side of a standard letter-sized piece of paper (8 ½ x 11) clearly marked as an attachment to the Corporate Disclosure Statement and attach the extra page(s) to the completed Corporate Disclosure Statement.

By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Keith R. Dolliver		Asst. Secretary	12-15-20
Type or Print Name of Person Completing the Form	Signature	Title	Date

20-990965

Corporate Name: **Microsoft Corporation**

California Disclosure Statement
Item 4b of Form SI-PT

Services provided by the Independent Auditor other than audits of statutory financial statements of the domestic and international entities as required include: assurance and related services; audits and attest services not required by statute or regulations; audits of employee benefit plans; due diligence related to mergers, acquisitions, and investments; revenue and license compliance procedures related to performance of the review or audit of Microsoft's financial statements; third party assurance audits for cloud services; accounting consultations about the application of generally accepted accounting principles to proposed transactions; revenue assurance and license compliance; advice about controls associated with the completeness and accuracy of software licensing revenue; tax compliance and return preparation; tax planning and advice; training activities; and subscriptions and surveys on economic, industry, accounting, and human resources topics.

20-990965

DIRECTORS

Corporate Disclosure Statement
Item 7
of Form SI-PT

Corporate Name: **MICROSOFT CORPORATION**

7. Name of Director	Total Compensation ($)	Shares (1)		Options Granted	Bankruptcy	Fraud
William H. Gates III	0	0	(2)	0	No	No
Reid G. Hoffman	325,000	2,064	(3)	0	No	No
Hugh F. Johnston	355,232	1,270	(3)	0	No	No
Teri L. List-Stoll	355,000	2,159	(3)(4)	0	No	No
Satya Nadella	none	none		0	No	No
Charles H. Noski	184,652	702	(3)(5)	0	No	No
Helmut Panke	177,384	704	(3)(5)	0	No	No
Sandra E. Peterson	332,616	2,106	(3)	0	No	No
Penny S. Pritzker	347,616	2,106	(3)(4)	0	No	No
Charles W. Scharf	325,000	1,270	(3)	0	No	No
Arne M. Sorenson	355,000	1,270	(3)(4)	0	No	No
John W. Stanton	354,884	1,270	(3)(4)	0	No	No
John W. Thompson	485,000	2,285	(3)	0	No	No
Emma N. Walmsley	162,500	566	(3)(6)	0	No	No
Padmasree Warrior	325,000	1,665	(3)	0	No	No

(1) Includes equity retainer and cash retainer deferred as shares under the Deferred Compensation Plan for Non-Employee Directors. Does not include fractional shares and common stock dividend equivalents on deferred stock.

(2) Mr. Gates waived his cash and equity retainer. Mr. Gates ended his Board service on March 13, 2020.

(3) Directors, except for Messrs. Gates, Nadella and Thompson, receive a total annual retainer of $325,000 per year with $200,000 of the retainer provided in the form of a stock award. Each Committee chair and each member of the Audit Committee receives an additional annual retainer of $15,000 and the Audit Committee chair receives an aditional annual retainer of $45,000. The Independent Chairman receives a total annual retainer of $485,000 per year with $360,000 of the retainer provided in the form of a stock award. These amounts are prorated for partial years of service. The retainer is paid quarterly in arrears. Quarterly periods are measured beginning with the annual shareholders meeting. At the end of each quarterly period, we pay 25% of the total annual retainer to each director. The number of shares awarded each quarterly period is determined by dividing the dollar value of the stock award by the market price of our common stock as of the last business day of the period. Retainers are pro-rated for directors who join or leave the Board or have a change in Board role during a quarterly period. Directors may elect to defer and convert to equity all or part of their annual cash retainer, and to defer receipt of all or part of their annual equity retainer under the Deferred Compensation Plan for Non-Employee Directors. Amounts deferred are maintained in bookkeeping accounts that are deemed invested in Microsoft common stock; dividends paid on the deferred equity are deemed to be invested in our common stock. We calculate the number of shares credited by dividing each quarterly amount deferred by the closing market price of our common stock on the originally scheduled payment date. Accounts in the plan are distributed in shares of Microsoft common stock, with payments either in installments beginning on separation from Board service or in a lump sum amount paid no later than the fifth anniversary after separation from Board service.

(4) Total Compensation also includes matching charitable contributions under the Microsoft corporate giving program.

(5) Mr. Noski and Dr. Panke ended their Board service effective December 4, 2019.

(6) Ms. Walmsley was elected to the Board effective December 4, 2019.

EXECUTIVE OFFICERS

Corporate Disclosure Statement
Item 8
of Form SI-PT

Corporate Name: MICROSOFT CORPORATION

8a. Names of Executive Officers	Total Compensation ($)		Shares (#)		Options (#)	Bankruptcy	Fraud
Jean-Philippe Courtois	13,949,304	(1)(2)	64,115	(3)	0	No	No
Amy E. Hood	19,626,234	(1)	91,510	(3)	0	No	No
Bradford L. Smith	16,687,713	(1)	76,420	(3)	0	No	No
Margaret L. Johnson	9,575,482	(1)	42,745	(3)	0	No	No
Christopher C. Capossela	9,051,370	(1)	39,752	(3)	0	No	No

8b. Name of Chief Executive Officer (who is also a director)	Total Compensation ($)		Shares (#)		Options (#)	Bankruptcy	Fraud
Satya Nadella	44,321,788	(1)	191,425	(3)	0	No	No

(1) All amounts in this column are calculated using cash and equity compensation. The grant date fair value of time-based stock awards under Accounting Standards Codification Topic 718 is based on the market price as of the date of grant of common stock awarded, reduced by the present value of estimated future dividends because the awards are not entitled to receive dividends prior to vesting. The value of performance stock awards are calculated using a Monte Carlo simulation valuation performed as of the date of grant by an independent third party.

(2) Amounts paid in Euros have been converted to U.S. dollars using the average daily exchange rate from July 1, 2019 to June 30, 2020 of €1 to $1.11.

(3) Amounts in this column include time-based stock awards and target performance-based stock awards. See page 54 of the Microsoft Corporation 2020 Proxy Statement for the Threshold, Target, and Maximum estimated future stock award payouts.

20-990965

5/5