

From: PII
To: [ShareholderProposals](#)
Cc: lichtblau@wsgr.com; [Kate Schuelke](#); [Leanne Mader](#); LStimmell@wsgr.com
Subject: SEC Consideration of WSGR/STX "No Action Request"
Date: Saturday, June 5, 2021 6:01:03 PM

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5 June 2021

U.S. Securities and Exchange Commission

Division of Corporation Finance

Office of Chief Counsel

100 F Street NE

Washington, D.C. 20549

SUBJECT: Seagate request to SEC to block Shareholder Proposal (G. L. Lamborn)

Ladies and Gentlemen:

You have read Ms. Lichtblau's lengthy plea on behalf of the Seagate board to exclude my proposal from fair consideration by the shareholders (owners) of the Company at its annual meeting.

You have also read my proposal that Seagate merely relocate its Wuxi facility to another country less likely to make improper use of Seagate's technology – technology which is “dual-use” in that it can be applied to both civilian and military applications. Wuxi, a large industrial city in the general region of Shanghai, is a major center of development and production by the People's Liberation Army (PLA) which is directly subordinate to the Chinese Communist Party's Central Military Commission. Wuxi is a key center for Chinese production of electronics and avionics for military aircraft, radars, land weaponry and other similar applications. A probe by Sen. Roger Wicker (R-MS) is specifically examining possible ties between Seagate and Huawei which has been sanctioned by Department of Justice for its electronic espionage and proven installation of “trap doors” in electronic gear allowing the Chinese Intelligence Service clandestine access to privileged, often highly sensitive information.

Ms. Lichtblau argues that I am making a “*wholly inappropriate intrusion into Seagate’s ordinary business affairs.*” Seagate’s “ordinary business” should have nothing whatsoever to do with the PLA or Huawei, and therefore the Company should leave China as quickly and as gracefully as it can. *I offered my proposal to the Company to protect it, not to harm it.* Seagate should not aid or assist the CCP and a regime which is not merely a serious military strategic threat to the United States and our Allies, but one which routinely – and brutally – represses its own citizens.

By way of introduction, I am a retired intelligence officer (CIA) with a specialty in Chinese defense matters. I am also a retired Army full colonel – also having worked in DIA on China’s defense capabilities. I am not an “activist,” but wrote my proposal in good faith to help the Company avoid collaborating with the Chinese military (whether wittingly or unwittingly) and indirectly aiding China’s brutal ethnic and political repression. I have travelled extensively in China, speak some Mandarin, and hold a Master of Arts degree (1972) from the University of Washington. You will find an article which I co-authored with Syd Jammes in the 1982 Joint Economic Committee Papers dealing with defense modernization.

Ms. Lichtblau’s gratuitous statement at the close of her seventh paragraph that my proposal is a “*collection of the Proponent’s personal views and opinions regarding the activities of the People’s Republic of China*” is not only personally insulting, but demonstrably false. The daily news is quite sufficient proof of the statements I made in my proposal concerning human rights abuses. The DOJ (including the FBI Field Office in San Francisco) will verify what I have said about Chinese espionage and technology theft. Any journal dealing with defense technology will substantiate my statements on PLA weaponry and its drive to overtake our own defense capabilities.

To close -- at much less length than Ms. Lichtblau – you of the SEC should understand that my motivation in submitting my proposal for an open shareholder vote was simply to help Seagate avoid becoming entangled in the fundamentally hostile strategic aims and politics of the PRC. You now know that I have a “China background” and, Ms. Lichtblau notwithstanding, my statements are based in fact. Finally, as a shareholder hoping that Seagate will come to understand that continued collaboration with any Chinese Communist Party agency is not in the Company’s best interest, I respectfully request that you decline Ms. Lichtblau’s petition and allow the proposal to go forward for shareholder decision.

Respectfully submitted,

G. L. LAMBORN

Colonel, USAR (Ret.)

PII

Shareholder: 9,200 shares of STX

June 4, 2021

Via E-mail (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549

**Re: Seagate Technology plc
Stockholder Proposal Submitted by G. L. Lamborn.
Securities Exchange Act of 1934 – Rule 14a-8**

Ladies and Gentlemen:

I am writing to notify the Securities and Exchange Commission (the "**Commission**") that Seagate Technology plc (the "**Company**" or "**Seagate**") intends to exclude from its proxy materials for its 2021 Annual Meeting of Stockholders (the "**2021 Proxy Materials**") the stockholder proposal set forth below (the "**Proposal**"), which was received from G. L. Lamborn (the "**Proponent**"). The Proposal requests that the Company terminate its operations in the People's Republic of China and remove those operations to another country.

The Company respectfully requests that the staff of the Division of Corporation Finance (the "**Staff**") not recommend to the Commission any enforcement action if the Company excludes the Proposal in its entirety from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(7) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), on the basis that the Proposal relates to the Company's ordinary business operations.

Copies of the Proposal, as well as all related correspondence between Seagate and the Proponent, are attached hereto as Exhibit A. In accordance with Rule 14a-8(j) under the Exchange Act and Staff Legal Bulletin No. 14D ("**SLB 14D**"), Seagate has filed this letter and attachments electronically with the Commission not later than 80 calendar days before Seagate expects to file its definitive 2021 Proxy Materials with the Commission, and has concurrently sent a copy of this letter and attachments electronically to the Proponent.

I. THE PROPOSAL

The pertinent part of the Proposal and supporting statement are as follows:

Whereas:

Office of Chief Counsel

June 4, 2021

Page 2

The United States Department of Justice has found repeated instances of Chinese industrial espionage and theft of proprietary information directed at American and European technology corporations;

Whereas:

The Chinese Communist Party and the intelligence services of the People's Republic of China promote and direct systematic technology theft by its citizens and supposedly "private" companies;

Whereas:

The Chinese Communist Party has routinely perverted the use of advanced technology originated by western companies to enhance repression of its own citizens such as those in Hong Kong, as well as brutally suppressing minority peoples such as the Uyghurs and Tibetans through the use of this surveillance and recognition technology;

Whereas:

The Chinese Communist Party stands indicted of criminal negligence for the release of that virus known as COVID-19, by attempting a deliberate cover-up of the dangers of that virus until its spread was beyond anyone's control, thereby killing hundreds of thousands and infecting millions around the globe;

Whereas:

The Chinese government, in its relentless drive to expedite the growth of its economy at the expense of the environment -- thereby becoming the world's leading polluter -- has thus endangered human life through its reckless disposal of metallic, chemical, gaseous and other wastes;

And whereas:

The People's Republic of China, in the persons of its current Minister of Defense and a retired senior Admiral of its navy, have made no secret of utilizing foreign high technology to gain military supremacy over the United States and other western countries, and to use armed force to conquer Taiwan;

Now therefore:

Resolved that our Company terminate its operations in the People's Republic of China, removing those operations to some other country whose laws prohibit the repression of its citizens, theft of intellectual

property and proprietary information, misuse of advanced technology for the repression of its own citizens and the endangerment of peoples of other countries by military force or the spread of toxic pollutants.

II. EXCLUSION OF THE PROPOSAL

A. Basis for Exclusion of the Proposal

As discussed more fully below, the Company believes that it may properly omit the Proposal from its 2021 Proxy Materials in reliance on Rule 14a-8(i)(7), as the Proposal deals with matters relating to the Company's ordinary business operations.

B. The Proposal May Be Excluded in Reliance on Rule 14a-8(i)(7), as it Deals With Matters Relating to Seagate's Ordinary Business Operations

Overview of the "Ordinary Business" Exclusion

A company is permitted to omit a shareholder proposal from its proxy materials under Rule 14a-8(i)(7) if the proposal deals with a matter relating to the company's ordinary business operations. In Commission Release No. 34-40018 (May 21, 1998) (the "**1998 Release**"), the Commission stated that the underlying policy of the "ordinary business" exception is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." The Commission further stated in the 1998 Release that this general policy rests on two central considerations. The first is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." In this regard, the Commission noted that "[e]xamples include the management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." The Commission noted that proposals relating to such matters "but focusing on sufficiently significant social policy issues (e.g. significant discrimination matters)" generally would not be considered to be excludable if they "raise policy issues so significant that it would be appropriate for a shareholder vote." The second consideration relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

For the reasons set forth below, Seagate believes the Proposal is excludable under Rule 14a-8(i)(7) because it implicates both considerations referenced in the 1998 Release.

The Proposal deals with fundamental matters that are not appropriate for stockholder oversight

The Staff consistently has concurred in the view that decisions regarding the location of company facilities implicate a company's ordinary business operations. The Staff's ruling in Int'l Business Machines Corp. (avail. Jan. 9, 2008) is particularly instructive. There, the proponent requested that the company establish an independent committee to report on potential damage to the company's name and reputation as a result of its operations in the People's Republic of China and make the report available to shareholders. The company argued that the proponent's proposal was properly excludable under Rule 14a-8(i)(7) because, among other things, the proposal implicated business decisions the company makes in its day-to-day operations in the People's Republic of China (including decisions relating to the location of its facilities), which decisions were integral to management's ability to run the company in the ordinary course of business. The Staff permitted the company to exclude the proponent's proposal under Rule 14a-8(i)(7) as relating to the company's ordinary business operations. As further detailed below, the present Proposal similarly seeks to improperly involve shareholders in Seagate's ordinary business operations, including with relation to the locations in the People's Republic of China of certain of Seagate's business operations.

There are numerous other situations in which the Staff has permitted exclusion of proposals addressing the location of company operations. The proposal in Sempra Energy (avail. Jan. 12, 2012, recon. denied Jan. 23, 2012) asked the company's board to review and report on the company's management of certain "risks posed by Sempra operations in any country that may pose an elevated risk of corrupt practices." The company argued that the proposal could be excluded under Rule 14a-8(i)(7), and the Staff agreed, noting that "although the proposal requests the board to conduct an independent oversight review of ... management of particular risks, the underlying subject matter of these risks appears to involve ordinary business matters." Likewise, in Hershey Co. (avail. Feb. 2, 2009), the proponent was concerned that the company's decision to locate manufacturing facilities in Mexico instead of in the United States and Canada could harm the company's reputation and was "un-American." The Staff concurred that the proposal could be excluded under Rule 14a-8(i)(7) because it implicated the company's ordinary business decisions by addressing decisions relating to the location of the company's operations. See also Tim Hortons Inc. (avail. Jan. 4, 2008) (concurring in the exclusion of a proposal

involving decisions relating to the location of restaurants); Minnesota Corn Processors, LLC (avail. Apr. 3, 2002) (proposal excludable as involving decisions relating to the location of corn processing plants); MCI Worldcom, Inc. (avail. Apr. 20, 2000) (concurring in the exclusion of a proposal that called for analysis of the company's plans to abandon, relocate, or expand office or operating facilities); Tenneco, Inc. (avail. Dec. 28, 1995) (concurring in the exclusion of a proposal requesting a report relating to the relocation of the company's corporate headquarters); Pacific Gas and Electric Co. (avail. Jan. 3, 1986) (concurring in the exclusion of a proposal requesting a feasibility study leading to relocation of the company's corporate headquarters).

A company's decisions and actions regarding the location of its operations are a fundamental part of its ordinary business operations. As of the end of fiscal year 2020, Seagate had 57 sites worldwide, excluding surplus and subleased locations. As a large global organization, the Company's management routinely makes decisions regarding whether to operate in particular countries and such decisions are integral to its ability to run the Company's business. Seagate has operations around the world and in making decisions regarding whether and where to maintain and expand operations, the Company's management necessarily considers a multitude of factors, which may include proximity to key customers or suppliers, availability of applicable expertise and labor force, legal and regulatory environment, costs and other financial and non-financial considerations. Decisions regarding the location of the Company's operations are the same types of decisions that the Commission described in the 1998 Release as "fundamental to management's ability to run a company on a day-to-day basis." The Staff's consistent concurrence in the exclusion of proposals implicating the location of company facilities, as cited in the above, further supports the exclusion of the Proposal.

The Company believes it is important to emphasize here again that the Commission has specifically noted that tasks such as "management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers" are examples of tasks "so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." By seeking to have the Company terminate all its operations in the People's Republic of China (the Proponent specifically mentions the closing of the Company's "Wuxi facility (and any others)"), the Proposal directly implicates tasks of exactly the nature described above and involves itself with matters such as where the Company should be deploying its workforce, hiring its employees, manufacturing its products and generally operating its business; all of which are fundamental ordinary business matters squarely within the purview of Company management.

In several instances, the Staff concurred that proposals requesting reports or analyses relating to topic of the location of company facilities were excludable on the basis that they implicated ordinary business matters. The Proposal at hand goes far beyond requesting reports or analyses, and indeed goes far beyond any reasonable and measured request properly designed to advance shareholder interests as a whole, and instead seeks termination of Seagate's operations in an entire country on the basis of the Proponent's opinions.

The Proposal does not raise a significant policy issue that transcends the Company's day-to-day business.

Seagate acknowledges the Commission's position that certain proposals that focus on sufficiently significant social policy issues are generally not considered to be excludable, because those proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote. Seagate believes that this is manifestly not such a proposal.

The Proposal and related correspondence cite a variety of issues of personal concern to the Proponent, including numerous instances of inflammatory language relating to, among other things, statements regarding the Company's supposed collaboration in "repression and aggression," statements relating to the Chinese Communist Party, accusations of "criminal negligence" on the part of the People's Republic of China relating to the COVID-19 virus, and statements relating to purported attempts by the People's Republic of China to "gain military supremacy over the United States and other western countries." The Proposal goes on to conclude that the Company should terminate all its operations in the People's Republic of China and states that if the Company fails to do so, it "[brands itself] guilty of connivance with the Chinese Communist Party's current policies" (as outlined in the proposal). As discussed above, Seagate believes that the Proposal is a wholly inappropriate intrusion into Seagate's ordinary business affairs and, rather than focusing on social policy issues that are so significant that they would transcend the day to day business matters raised by the Proposal, largely serves as a collection of the Proponent's personal views and opinions regarding the activities of the People's Republic of China.

In short, the Proposal clearly deals with fundamental ordinary business matters that are not appropriate for stockholder oversight and does not focus on significant social policy issues appropriate for stockholder vote. Accordingly, the Company believes that the Proposal may be properly excluded in reliance on Rule 14a-8(i)(7).

The Proposal seeks to ‘micro-manage’ the Company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

Seagate’s decision-making as to whether to expand, contract, or relocate existing business operations to or from any specific locale, and the numerous workforce and other issues associated therewith, is a complex one, involving the consideration of many factors, and the evaluation of a variety of risks impacting the Company, including, without limitation, assessing the market for Seagate’s products, the type of work that is to be performed, how and where it can best be performed (and whether by employees, contractors, vendors or a combination thereof); determining whether and how to consider various alternatives; assessing a variety of quantitative and qualitative issues associated with the manufacture and delivery of products from the specified locale; optimizing costs; pricing and quality control issues; legal and regulatory compliance issues; public relations issues; demographics, and myriad other factors—all with a focus on the overall effects such actions will have on the Company’s business, shareholders and reputation.

As noted above, as a global company, Seagate operates over 57 sites in over 25 countries around the world. In each country, and also taking into account the Company as a whole, everyday business decisions have to be made, and these decisions necessarily include making a variety of risk assessments and other business decisions. The ability of Seagate to successfully manage all of these and related issues, the productivity and efficiency of its workforce, the quality of the work product delivered by its employees and vendors to its customers, and ultimately, the success of Seagate’s business and the value of Seagate’s brand name and reputation, all necessarily involve making a variety of complex, dynamic and interrelated decisions, all in the ordinary course of business.

It is difficult to conceive of a greater intrusion into the ordinary business of the Company than a stockholder proposal that would attempt to micro-manage the Company’s business by having stockholders second-guess management’s discretion as to where to locate its business operations, including the selection and retention of employees, suppliers and customers in the ordinary course of business. For this reason alone, and also for the reasons discussed elsewhere in this letter, the Company respectfully submits that the Proposal does not pass muster under Rule 14a-8(i)(7) and may be properly excluded from the 2021 Proxy Materials.

I. CONCLUSION

Based on the foregoing, the Company respectfully requests that the Staff confirm that it will not recommend to the Commission any enforcement action if the Company excludes the Proposal in its entirety from the 2021 Proxy Materials.

If the Staff has any questions regarding this request or requires additional information, please contact me at 650-849-3069 or at llichtblau@wsgr.com. If the Staff disagrees with the conclusion that the Proponent's proposal may be excluded, I would appreciate an opportunity to discuss the matter with the Staff prior to issuance of its formal response. The Company also requests that, in accordance with Rule 14a-8(k) and SLB 14D, the Proponent concurrently provide the Company with any correspondence submitted to the Commission.

Sincerely,



Lauren Lichtblau
Member

Wilson Sonsini Goodrich & Rosati, P.C.

cc: G. L. Lamborn
Katherine E. Schuelke

EXHIBIT A

7 March 2021

Ms. Katherine E. Schuelke
Senior Vice President, Chief Legal Officer, Corporate Secretary
Seagate Technology, LLC
47488 Kato Road
Fremont, California 94538

Dear Ms. Schuelke,

Once again, thank you for answering my inquiry. It speaks well of our Company that even senior officers have regard for ordinary shareholders.

I am writing to you because of my deep concern for our Company's reputation as well as the security of our technology. You now have had opportunity to verify my background. Thus, you know that I was for many years with a U.S. government Agency and focused on PRC defense modernization. I also closely monitored China's aggressive expansion into the South China Sea and, more recently, into Central Asia (where I served as a Defense Attache) and the Indian Ocean area.

As an American citizen – apart from my official duties – I have been a witness to the Communist Party's brutal suppression of the pro-democracy movement in 1989 (I had visited China some years earlier) and China's more recent political repression in Hong Kong and ethnic cleansing in Xinjiang (Uyghurs.)

This brings me to my point. Wittingly or not, our Company – Seagate Technology – is condoning both China's gross human rights violations and its relentless drive to modernize its military capabilities. We are, in effect, collaborators in repression and aggression. I'm sure you agree that top quality Seagate products are integral to many Chinese-assembled computers. And while many are used for completely benign purposes, it cannot be denied that others are used for purposes at sharp variance with our principles (or at least what we profess to be our principles.) Those applications include pervasive and intrusive domestic surveillance and constant improvement of military weapon systems.

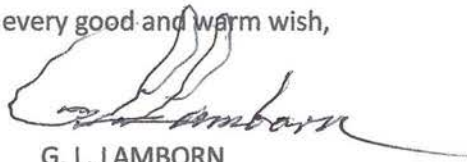
There is yet another aspect that our Company's senior management must take into account. That is the common practice – one might say China's "routine" practice – of stealing Western technology. People's China is a country quite unlike any other. Contracts and licensing protocols only apply to the "foreign partner," but not to SASAC, the "State-owned Assets Supervision and Administration Commission." SASAC controls defense industry – it owns and operates every entity with which we must deal in China.

China has made no secret of its plan to surpass the West, the U.S. in particular, and become the world's dominant force in technology (as well as finance) by 2030. Toward that end it takes whatever foreign technology it wants; and what it wants, it gets – by espionage or theft, if necessary. Seagate is high on SASAC's list as our excellent products go into nearly every part of the defense establishment (especially aviation,) the general economy, and the Public Security Bureau's omnipresent surveillance.

My point is to make clear that whether we wish it or not, Seagate is collaborating with the People's Liberation Army in its drive for military superiority (which threatens Taiwan and Japan, and ultimately the United States) and we are indirectly aiding in ethnic cleansing and suppression of human rights. We cannot continue on either course by compromising our reputation for the sake of profit. Added to this is the high risk that, in any case, Seagate's proprietary technology is in danger of being stolen.

Let me close by saying that I am NOT an "activist investor," nor am I bent on "making trouble." Quite the contrary, *I hope to keep our Company out of trouble.* Toward that end I see no other alternative but for us to quietly and tactfully close our Wuxi facility (and any others) and move the plant elsewhere. If we do not do this, we brand ourselves guilty of connivance with the Chinese Communist Party's current policies as I have outlined them.

With every good and warm wish,



G. L. LAMBORN
Colonel, USAR (Ret.)
Shareholder


Enclosure: Resolution

RESOLUTION TO DIVEST STX HOLDINGS IN THE PRC

Whereas:

The United States Department of Justice has found repeated instances of Chinese industrial espionage and theft of proprietary information directed at American and European technology corporations;

Whereas:

The Chinese Communist Party and the intelligence services of the People's Republic of China promote and direct systematic technology theft by its citizens and supposedly "private" companies;

Whereas:

The Chinese Communist Party has routinely perverted the use of advanced technology originated by western companies to enhance repression of its own citizens such as those in Hong Kong, as well as brutally suppressing minority peoples such as the Uyghurs and Tibetans through the use of this surveillance and recognition technology;

Whereas:

The Chinese Communist Party stands indicted of criminal negligence for the release of that virus known as COVID-19, by attempting a deliberate cover-up of the dangers of that virus until its spread was beyond anyone's control, thereby killing hundreds of thousands and infecting millions around the globe;

Whereas:

The Chinese government, in its relentless drive to expedite the growth of its economy at the expense of the environment -- thereby becoming the world's leading polluter -- has thus endangered human life through its reckless disposal of metallic, chemical, gaseous and other wastes;

And whereas:

The People's Republic of China, in the persons of its current Minister of Defense and a retired senior Admiral of its navy, have made no secret of utilizing foreign high technology to gain military supremacy over the United States and other western countries, and to use armed force to conquer Taiwan;

Now therefore:

Resolved that our Company terminate its operations in the People's Republic of China, removing those operations to some other country whose laws prohibit the repression of its citizens, theft of intellectual property and proprietary information, misuse of advanced technology for the repression of its own citizens and the endangerment of peoples of other countries by military force or the spread of toxic pollutants.

Re: Arrival of letter??

G. L. Lamborn [REDACTED]

Thu 3/25/2021 2:13 PM

To: Kate Schuelke [REDACTED]

Cc: Leanne Mader [REDACTED]; Sarah Malone [REDACTED]; Steven Haines [REDACTED]; bill.werleyjr

Thank you, Ms. Schuelke

It should be easy to meet the requirements you have noted. Today being 25 March I believe that I have until 8 April to provide what you request. I believe your note (in paragraph two) stating my deadline as 8 March 2021 was an oversight. I will forward your letter today to my brokers at Wells Fargo Advisors. (Please note the inclusion of Mr. Bill Werley, Jr., in my reply to you.)

As for my plan to hold my 9,200 STX shares, you now have my written assurance of my intention to keep them -- forever, if possible. (7,000/sh in JTWROS; 2,200/sh in my IRA.) Do you require Wells Fargo to respond to you on Letterhead, or may Mr. Werley send you a personal e-mail?

My purpose, as I have tried to make clear, is to help our Company avoid becoming associated in any way, directly or indirectly, either with China's intensive military build-up or its increasing ethnic and political repression being carried out by the Communist Party of China under President Xi Jinping. There is also the great danger of PRC theft of STX technology -- widespread theft of U.S. technology has been amply documented by the Department of Justice. I have written on this subject.

Once again, I am most appreciative of your personal attention to my request. Of possible interest to you may be viewing the "webinar" which I presented to the First Friday Forum (in your San Francisco Bay Area) on 22 January which can be accessed via a Google search. Much of that presentation was videotaped. I am equally happy to answer any of *your* questions.

With every good and warm wish,

(Larry)

G. L. Lamborn

Colonel, USAR (Ret.)

San Antonio, Texas



Virus-free. www.avast.com

On Thu, Mar 25, 2021 at 2:53 PM Kate Schuelke [REDACTED] wrote:

Dear Col. Lamborn,

Thank you again for your interest in Seagate. I am attaching our response to your proposal. Please let me know if you have any questions.

Sincerely,

Kate Schuelke

SVP, Chief Legal Officer & Corporate Secretary

Seagate Technology

47488 Kato Rd.

Office: 6011

Fremont, CA 94538

From: G. L. Lamborn [REDACTED]

Sent: Tuesday, March 23, 2021 10:03 AM

To: Kate Schuelke [REDACTED]

Subject: Arrival of letter??

Good afternoon, Ms. Schuelke

I had not heard from you regarding the receipt of my letter sent on 8 March from San Antonio, so thought it best to check with you directly.

Since I could not be certain whether my letter had somehow slipped the track in Fremont, I consulted the station manager here in San Antonio concerning delivery. He produced a fax of a signature by a "Kim Zelner" (as best I am able to make out.) Hopefully Ms. Zelner is a Seagate staff member and my letter eventually reached you.

Assuming that you did receive my letter, I suspect that its contents probably were not what you had wished to see. I am not concerned with STX's fluctuating share price nor with technological problems, and I believe that Seagate's products continue to be superior to those of Western Digital or other competitors.

Rather, as a retired USG intelligence officer, I am highly concerned with China's stunning advances in defense capabilities -- which we as a Company are indirectly aiding and abetting. As a United States citizen I am appalled by China's callous "ethnic and political cleansing." These are themes that Dr. Mosley probably would prefer to ignore -- certainly not have these issues impinge on "business as usual." Hopefully I am wrong were I to suppose that STX Management is oblivious to human rights abuses and to a blatant military threat to the United States and our Asian allies.

Perhaps Management might dismiss my concerns by using a weak argument: "*Oh, we only make unimportant components....*" That argument does not wash as military and surveillance systems depend heavily upon quality components such as ours. Moreover, such a statement denigrates the high quality of the products that STX routinely manufactures.

To close this note, I imagine that Management, as is standard, will recommend a shareholder vote AGAINST withdrawing quietly from People's China. In effect, such a recommendation is a vote FOR our indirect support of ethnic and political repression and the PLA's military build-up. *The unpleasant consequences of voting against the proposal must be stated clearly for all shareholders to understand -- especially shareholders who are citizens of democracies.*

Warm wishes always,

G. L. Lamborn
Colonel, USAR(Ret.)



Re: Arrival of letter??

Kate Schuelke [REDACTED]

Thu 3/25/2021 12:53 PM

To: G. L. Lamborn [REDACTED]

Cc: Leanne Mader [REDACTED]; Sarah Malone [REDACTED]; Steven Haines [REDACTED]

1 attachments (356 KB)

Letter to GL Lamborn 2021-03-25.pdf;

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Sincerely,

Kate Schuelke
SVP, Chief Legal Officer & Corporate Secretary
Seagate Technology

47488 Kato Rd.
Office: 6011
Fremont, CA 94538
[REDACTED]

From: G. L. Lamborn [REDACTED]
Sent: Tuesday, March 23, 2021 10:03 AM
To: Kate Schuelke [REDACTED]
Subject: Arrival of letter??

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Warm wishes always,

G. L. Lamborn
Colonel, USAR(Ret.)
[REDACTED]



Seagate Technology plc
38/39 Fitzwilliam Square
Dublin 2, D02 NX53
Ireland

VIA EMAIL

March 25, 2021

G.L. Lamborn
[REDACTED]
[REDACTED]

Dear Col. Lamborn,

Thank you for your letter dated March 7, 2021, which we received on March 15, 2021, submitting a shareholder proposal for our upcoming Annual General Meeting. On behalf of Seagate Technology plc (the "Company"), I acknowledge receipt of your letter and shareholder proposal for our 2021 annual general meeting. We always appreciate receiving input from our shareholders.

Please note that your proposal currently does not meet the requirement of SEC Rule 14a-8(b)(1)(i) to show continuous ownership of Company shares of at least \$2,000 in market value for at least one year by the date of the submission. To remedy this deficiency, you must submit sufficient proof of your ownership of the requisite number of Company shares covering the applicable period preceding and including the date the proposal was submitted. As clarified in SEC Staff Legal Bulletin No. 14G (Oct. 16, 2012), the date of submission is the date the proposal is postmarked or transmitted electronically, which for your proposal was March 8, 2021.

As explained in Rule 14a-8(b), sufficient proof may be in the form of a written statement from the "record" holder of the proponent's shares (usually a broker or a bank) verifying that the proponent (you) continuously held the requisite number of the Company's shares for the applicable period as of the date the proponent submits the proposal. Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as "record" holders of securities that are deposited at DTC. Therefore, you will need to obtain proof of ownership from the DTC participant (broker or bank) through which your Company securities are held.

In addition, please note that your proposal currently does not meet the requirement of SEC Rule 14a-8(b)(1)(ii), which requires that you provide the Company with a written statement that you intend to continue to hold the requisite amount of securities through the date of the shareholders' meeting for which your proposal is submitted.

Please correct these deficiencies and provide the information as noted above. Your response, including any appropriate documentation of ownership, must be transmitted within 14 calendar days of receipt of this email. If the deficiency is not timely corrected, the Company will consider the proposal ineligible for submission to the shareholders in Seagate's 2021 proxy statement. We also note that we reserve the right to submit a no-action request to exclude your proposal from the proxy statement in accordance with SEC Rule 14a-8 should you remedy the procedural defects in the submission of the proposal.

Please address any response to me either by e-mail at kate.schuelke@seagate.com or by mail at 47488 Kato Road, Fremont, CA 94538.

Sincerely,

DocuSigned by:

Katherine E. Schuelke
SVP, Chief Legal Officer and Corporate Secretary

Seagate Technology plc, being a public company limited by shares with its registered address at 38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland. Registration Number 480010.

DIRECTORS: Michael R. Cannon, Chair (U.S.A.), Mark W. Adams (U.S.A.), Shankar Arumugavelu (U.S.A.), Pratik Bhatt (U.S.A.), Judy Bruner (U.S.A.), Jay L. Geldmacher (U.S.A.), Dylan Haggart (U.S.A.), Steven Luczo (U.S.A.), William David Mosley (U.S.A.), Stephanie Tilenius (U.S.A.), Edward J. Zander (U.S.A.)



Advisors

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March 26, 2021

Katherine E Schuelke
Seagate Technology
SVP, Chief Legal Officer and Corporate Secretary
47488 Kato Road
Fremont, CA 94538

Dear Ms. Schuelke,

I am reaching out to you today at the behest of our long time clients, Col. George Lawrence Lamborn and Roslyn Lamborn. Per their request, and yours, I am providing you written record that the Lamborn's have held Jointly and within an IRA, shares of Seagate Technology (STX) since 2010. Below is a breakdown of their current holdings in STX, along with their acquisition dates currently held at Wells Fargo Advisors:

George Lawrence Lamborn (IRA) Account:

400	SEAGATE TECHNOLOGY PLC	STX	1/4/2012	16.9452	6,778.10
500	SEAGATE TECHNOLOGY PLC	STX	6/18/2012	24.341	12,170.51
300	SEAGATE TECHNOLOGY PLC	STX	12/30/2015	37.9893	11,396.81
100	SEAGATE TECHNOLOGY PLC	STX	4/14/2016	30.7649	3,076.49
300	SEAGATE TECHNOLOGY PLC	STX	12/17/2018	38.4608	11,538.25
300	SEAGATE TECHNOLOGY PLC	STX	8/23/2019	47.8282	14,348.47
300	SEAGATE TECHNOLOGY PLC	STX	3/11/2020	46.644	13,993.22

Investment and Insurance Products are:

- Not Insured by the FCIC or Any Federal Government Agency
- Not a Deposit or Other Obligation of, or Guaranteed by, the Bank or Any Bank Affiliate
- Subject to Investment Risks, Including Possible Loss of the Principal Amount Invested

Investment products and services are offered through Wells Fargo Advisors, a trade name used by Wells Fargo Clearing Services, LLC, Member SIPC, a registered broker-dealer and non-bank affiliate of Wells Fargo & Company.



George Lawrence Lamborn & Roslyn Lamborn JT WROS Account:

36	SEAGATE TECHNOLOGY PLC	STX	2/3/2010	18.8422	678.32
164	SEAGATE TECHNOLOGY PLC	STX	8/20/2010	11.5101	1,887.67
2.215	SEAGATE TECHNOLOGY PLC	STX	6/1/2011	16.2528	36
3.386	SEAGATE TECHNOLOGY PLC	STX	8/26/2011	10.7501	36.4
2.299	SEAGATE TECHNOLOGY PLC	STX	11/18/2011	16.0983	37.01
1.926	SEAGATE TECHNOLOGY PLC	STX	3/1/2012	26.9885	51.98
1.76	SEAGATE TECHNOLOGY PLC	STX	5/17/2012	29.8068	52.46
2.01	SEAGATE TECHNOLOGY PLC	STX	8/29/2012	33.6865	67.71
900	SEAGATE TECHNOLOGY PLC	STX	9/26/2013	43.14	38,826.00
787	SEAGATE TECHNOLOGY PLC	STX	10/15/2014	52.2312	41,106.02
1,000	SEAGATE TECHNOLOGY PLC	STX	9/22/2015	45.7595	45,759.50
900	SEAGATE TECHNOLOGY PLC	STX	1/11/2016	32.5891	29,330.25
1,000	SEAGATE TECHNOLOGY PLC	STX	2/7/2018	50.6649	50,664.90
1,200	SEAGATE TECHNOLOGY PLC	STX	12/17/2018	38.1452	45,774.30
1,000	SEAGATE TECHNOLOGY PLC	STX	3/9/2020	46.4245	46,424.52

Ms. Schuelke, I am hopeful that this information is sufficient to assist Col. Lamborn in illustrating their proof of ownership.

Should you have any further questions, please feel free to reach out to me directly.

Sincerely,



Bill Werley, Jr.
Senior Vice President—Investments
PIM Portfolio Manager
Werley Financial Group of Wells Fargo Advisors