



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 3, 2023

Jenna Cooper  
Latham & Watkins LLP

Re: Apple Inc. (the "Company")  
Incoming letter dated October 24, 2022

Dear Jenna Cooper:

This letter is in response to your correspondence concerning the shareholder proposals submitted to the Company by Dave Rahardja (the "Rahardja Proposal") and Megan Mohr (the "Mohr Proposal" and together with the Rahardja Proposal, the "Proposals") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Rahardja Proposal requests that the board prepare a report to assess the effects of the Company's return-to-office policy on employee retention and the Company's competitiveness. The Mohr Proposal asks that the Company enable its employees to work from any location that allows them to "do their best work," be that in the office, at home, or elsewhere, and urges the Company to explore options that grant more worker autonomy.

There appears to be some basis for your view that the Company may exclude the Proposals under Rule 14a-8(i)(7). In our view, the Proposals relate to, and do not transcend, ordinary business matters. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposals from its proxy materials in reliance on Rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission of the Mohr Proposal upon which the Company relies.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Dave Rahardja  
Megan Mohr

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

October 24, 2022

**VIA ELECTRONIC MAIL**

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549  
shareholderproposals@sec.gov

Re: **Apple Inc. Shareholder Proposals Submitted by Dave Rahardja and Megan Mohr**

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, on behalf of Apple Inc., a California corporation (the “**Company**” or “**Apple**”). The Company has received (i) a shareholder proposal (the “**Rahardja Proposal**”) and related supporting statement (the “**Rahardja Supporting Statement**”) from Dave Rahardja and (ii) a shareholder proposal (the “**Mohr Proposal**”) and, together with the Rahardja Proposal, the “**Proposals**”) and related supporting statement (the “**Mohr Supporting Statement**”) and, together with the Rahardja Supporting Statement, the “**Supporting Statements**”) from Megan Mohr (collectively with Mr. Rahardja, the “**Proponents**” and, each, a “**Proponent**”) for inclusion in the Company’s proxy statement (the “**Proxy Materials**”) for the Company’s 2023 Annual Meeting of Shareholders. A copy of the Rahardja Proposal and the Rahardja Supporting Statement, together with other relevant correspondence relating to the Rahardja Proposal, is attached hereto as Exhibit A, and a copy of the Mohr Proposal and the Mohr Supporting Statement, together with other relevant correspondence relating to the Mohr Proposal, is attached hereto as Exhibit B.

On behalf of the Company, we hereby advise the staff of the Division of Corporation Finance (the “**Staff**”) that the Company intends to exclude the Proposals from its Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “**Commission**”) if the Company excludes the Proposals pursuant to Rule 14a-8(i)(7), on the basis that the Proposals relate to the Company’s ordinary business operations.

In addition, to the extent the Staff is unable to concur in the Company’s view that both Proposals are excludable under Rule 14a-8(i)(7), the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Company excludes the Mohr Proposal pursuant to Rule 14a-8(i)(11), as the Mohr Proposal substantially duplicates the Rahardja Proposal, which proposal was submitted to the Company prior to the Mohr Proposal and which earlier proposal the Company would in that case include in its Proxy Materials.

By copy of this letter, we are advising the Proponents of the Company's intention to exclude the Proposals as described above. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D, on behalf of the Company, we are submitting by electronic mail (i) this letter, which sets forth the Company's reasons for excluding each of the Proposals, and (ii) the Proponents' respective letters submitting the Proposals.

Pursuant to Rule 14a-8(j), we are submitting this letter on the Company's behalf not less than 80 days before the Company intends to file its Proxy Materials and are sending a copy of this letter concurrently to the Proponents.

## I. The Proposals.

The Rahardja Proposal requests that the Company's shareholders approve the following:

“RESOLVED: Shareholders of Apple Inc. (“Apple”) ask the Board of Directors to prepare a report (at reasonable cost and omitting confidential and proprietary information) to assess the effects of Apple's return-to-office policy on employee retention and Apple's competitiveness.

We suggest the report study the following:

- **Desire for office-bound work**, for example, reporting how many employees chose in-office work through different phases of the pandemic and hybrid work pilot, both on mandated in-office days and flexible-work days
- **Desire for location-flexible work**, for example, reporting how many employees applied for long-term flexible work arrangements since June 2021 (hybrid work policy announcement), and how many of those were approved or rejected
- **Impact on retention**, for example, reporting how many employee departures can be attributed at least partially to lack of location-flexible work options
- **Agreements that provide incentives for Apple to mandate office-bound work**, such as financial agreements with governments that require a certain number of employees to work in a building or live within an area

We recognize that Apple's policy evolved over the pandemic, and that Apple consists of heterogeneous organizations with different work requirements. Therefore, we believe this report should encompass the last five years to show trends over time, and provide data relevant to each high-level organization.”

Similarly, the Mohr Proposal requests that the Company's shareholders approve the following:

“RESOLVED: Shareholders of Apple Inc. (“Apple”) ask that Apple enable its employees to work from any location that allows them to—in a phrase often used by Apple management—“do their best work,” be that in an office, at home, or elsewhere. Shareholders urge Apple to explore options that grant more worker autonomy, such as moving decisions about

individual work arrangements closer to the affected employee, instead of at the SVP level, and purposefully researching technologies and processes to help workers to continue to deliver great work from a non-traditional office.”

## **II. Background.**

Apple is focused on creating technology that empowers people and enriches their lives, with a workforce of over 100,000 employees and operations across the world. Teams across the Company work closely with one another to realize new innovations, building on the strong culture of collaboration that makes this possible. This approach shapes not only the technology the Company makes, but also how its teams work with one another.

Since the outset of the COVID-19 pandemic, the Company has needed to adapt its workforce practices in order to maintain this collaborative culture in unprecedented circumstances. In early 2020, Apple was among the first companies to close its stores and offices in response to COVID-19. In addition, many of the Company’s team members started working on a fully remote basis — a first for Apple, as it was for many companies. At the same time, many others continued to come to the office throughout this period where it was warranted by their roles.

In many parts of the world, progress against the pandemic has meant that many businesses have started returning to offices again. Companies across industries are exploring the working models that suit their needs. The Company sought a model that would allow it to build on its strong culture of collaboration and support its teams, while at the same time continuing to deliver the celebrated innovation for which the Company is known. For the majority of its corporate teams, the Company is piloting a hybrid work model where teams go into the office three days a week, and have the option to work flexibly twice a week. In addition, team members have the option to work remotely for four weeks each year. The Company’s work model is still in the early days, and the Company and its team members are continuing to learn from one another, share new ideas, and shape the future of innovation at Apple.

## **III. Each Proposal May Be Excluded Under Rule 14a-8(I)(7) Because it Relates to the Company’s Ordinary Business Operations.**

The Company requests that the Staff concur in its view that the Company may exclude each Proposal from the Proxy Materials pursuant to Rule 14a-8(i)(7), as each Proposal relates to day-to-day workforce management considerations and does not focus on any significant social policy issue that transcends the Company’s ordinary business operations.

### **A. Background on the Ordinary Business Standard.**

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal from its proxy materials if the proposal “deals with a matter relating to the company’s ordinary business operations.” According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” “refers to matters that are not necessarily ‘ordinary’ in the common meaning of the word,” but instead the term “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “**1998 Release**”). In the 1998 Release, the Commission noted that the underlying policy of the ordinary business exclusion 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.” As set out in the 1998 Release, there are two “central considerations”

underlying the ordinary business exclusion. The first, which is relevant here, 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.” *Id.* Examples of these tasks cited by the Commission include “management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers.” *Id.*

As the Commission noted in the 1998 Release, proposals relating to ordinary business matters are distinguishable from those “focusing on sufficiently significant social policy issues,” which generally are not excludable under Rule 14a-8(i)(7) because “the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.” The ordinary business exception therefore “recognize[s] the board’s authority over most day-to-day business matters,” while at the same time “preserving shareholders’ right to bring important issues before other shareholders by means of the company’s proxy statement.” *See* Staff Legal Bulletin No. 14L, Part B.2 (November 3, 2021) (“*SLB 14L*”).

Framing a shareholder proposal in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the proposed report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983); *Johnson Controls, Inc.* (avail. Oct. 26, 1999) (“[Where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7).”); and *Ford Motor Co.* (avail. Mar. 24, 2004) (concurring with the exclusion of a proposal requesting that the company publish a report about global warming/cooling, where the report was required to include details of indirect environmental consequences of its primary automobile manufacturing business).

**B. Both Proposals May Be Excluded Because the Subject Matter Directly Relates to the Quintessentially Ordinary Business Matter of Managing the Workforce.**

Both of the Proposals fall directly within the Rule 14a-8(i)(7) ordinary business exclusion according to long-standing precedent. Both Proposals ask the Company to reassess its current “return-to-office” policy, a hybrid work model designed to balance in-office and remote work, which speaks directly to management’s day-to-day decision-making authority regarding management of the workforce; specifically, employees’ location and manner of work.

The Commission and the Staff have long held that shareholder proposals relating to the management of a company’s workforce, including the relationship with its employees, are excludable under Rule 14a-8(i)(7). In *United Technologies Corp.* (avail. Feb. 19, 1993), the Staff noted specific examples of these categories of proposals, including “employee health benefits, general compensation issues not focused on senior executives, *management of the workplace*, employee supervision, labor-management relations, employee hiring and firing, conditions of the employment and *employee training and motivation*” (emphasis added).

The Staff has determined that a variety of day-to-day operational decisions relating to the supervision, management, training and motivation of employees fall within the subject matters articulated in *United Technologies Corp.*, ranging from granular oversight of employees’ work days to broader staffing and workforce oversight policies. In *Intel Corp.* (avail. Mar. 18, 1999), the Staff concurred with the exclusion of a proposal seeking adoption of an “Employee Bill of Rights” that addressed, and consequently would have limited management’s ability to determine, the appropriate length of the work week, employee start times, guidelines for inter-employee relations and other basic parameters for employee conduct, on the grounds that the proposal related to the company’s ordinary business operations (i.e., management of the

workforce). Similarly, in *Starwood Hotels & Resorts Worldwide, Inc.* (avail. Feb. 14, 2012), the Staff concurred with the exclusion of a proposal dictating the appropriate training for foreign workers in the United States because it “relates to procedures for hiring and training employees” and “[p]roposals concerning a company’s management of its workforce are generally excludable under [R]ule 14a-8(i)(7)”. At a broader level, the Staff has routinely found that proposals seeking to influence policies regarding employees’ conduct are excludable as ordinary business matters. *See, e.g., American Brands, Inc.* (avail. Feb. 3, 1993) (concurring with the exclusion of a proposal regarding the work environment, employees and smoking as a matter dealing with the “management of the [company’s] place of business”); *Bank of America Corp.* (avail. Feb. 14, 2012) (concurring with the exclusion of a proposal to amend the company’s Equal Employment Opportunity and Affirmative Action Statement to permit certain political activity on the basis that the proposal relates to the company’s policies concerning its employees and is therefore excludable under Rule 14a-8(i)(7)); and *Donaldson Company, Inc.* (avail. Sept. 13, 2006) (concurring with the exclusion of a proposal regarding the establishment of “appropriate ethical standards related to employee relations” as a matter related to management of the workforce).

In particular, the Staff has consistently concurred that proposals addressing geographic staffing decisions relate to management of a company’s workforce and thus may be excluded under Rule 14a-8(i)(7). For example, in 2005, the Staff addressed seven proposals relating to offshoring of company jobs, each of which centered on management’s ability to determine the location of employment for its employees. The proposals requested that the companies issue a “Job Loss and Dislocation Impact Statement” that addressed, among other things, the “decision-making process by which job elimination and job relocation decisions are made, including information on board of director, management, employee, and consultant involvement in the decision-making process,” as well as the impact of such decisions on the company’s workers. The Staff concurred with the exclusion of all seven proposals under Rule 14a-8(i)(7) grounds, on the basis that each proposal related to the applicable company’s “ordinary business operations (i.e., management of the workforce).” *See The Boeing Co.* (avail. Feb. 25, 2005); *Citigroup Inc.* (avail. Feb. 4, 2005); *Mattel, Inc.* (avail. Feb. 4, 2005); *SBC Communications Inc.* (avail. Feb. 4, 2005); *Capital One Financial Corp.* (avail. Feb. 3, 2005); *Fluor Corp.* (avail. Feb. 3, 2005); and *General Electric Co.* (avail. Feb. 3, 2005). In addition, the Staff routinely finds that decisions regarding the location of a company’s facilities, which in turn directly impact geographic staffing, are excludable ordinary business matters. *See, e.g., The Boeing Co.* (avail. Jan. 9, 2018) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) on the basis that the proposal relates to decisions relating to the location of production facilities and therefore to ordinary business operations); *Tim Hortons Inc.* (avail. Jan. 4, 2008) (concurring with the exclusion of a proposal involving “decisions relating to the location of restaurants”); and *MCI WorldCom, Inc.* (avail. Apr. 20, 2000) (concurring with the exclusion of a proposal seeking analysis of future plans to relocate or expand office or operating facilities as “relating to its ordinary business operations (i.e., determination of the location of office or operating facilities)”).

Here, the primary focus of the Rahardja Proposal is the Company’s operational decisions regarding location-flexible work and employees’ geographic location. The Rahardja Proposal requests that the Company’s board of directors prepare a report regarding the Company’s return-to-office policy, addressing employees’ desire for in-office work, employees’ desire for location-flexible work, the impact of the Company’s return-to-office policy on retention, and agreements that would allegedly provide incentives for the Company to mandate in-office work. The content of the Rahardja Proposal and the Rahardja Supporting Statement makes clear that the Proponent’s objective is to influence and change the Company’s operational decisions regarding where and how its employees work. Similarly, the primary focus of the Mohr Proposal is the location-flexible work options offered by the Company and the Company’s decision-making processes around location-flexible work. The Mohr Proposal calls for the Company to enable employees to work from any chosen location, rather than mandating a specific number of in-office working days, and to “explore options that grant more worker autonomy, such as moving decisions about individual work

arrangements closer to the affected employee, instead of at the SVP level.” Here as well, the Proponent’s objective clearly is to cause management to change its operational decisions regarding location-flexible work.

Decisions regarding the availability of location-flexible work options take into account a wide range of day-to-day, operational workforce management considerations. As both Supporting Statements note, the COVID-19 pandemic forced a shift in the Company’s work processes. As a result, management had to rethink its approach to hiring and onboarding employees, building team dynamics, designing training programs, assessing employees’ performance, handling payroll and other administrative logistics and similar matters that fundamentally relate to supervision, management, training and motivation of employees. To plan and implement this necessary pivot, the Company relied on the expertise of its management team, who best understood these complex, but routine, business and operational considerations that are fundamental to running the Company on a day-to-day basis and who were well-positioned to assess the broader impact of these day-to-day decisions across the Company. In recognition of the operational lessons learned during the pandemic, the Company has designed its return-to-office policy as a hybrid work model that management believes, as the Company’s Chief Executive Officer noted in an internal memo to staff, will “enhance [employees’] ability to work flexibly, while preserving the in-person collaboration that is so essential to [the Company’s] culture.” While the Proponents may believe that a different approach would be superior from their perspective, where and how employees work is fundamentally a workplace management matter and a routine business consideration that is appropriately reserved for the Company’s management team, as the Staff has long recognized.

We note that both Supporting Statements express a belief that adopting a more lenient approach with respect to location-flexible work will better meet employees’ preferences and, in turn, may improve employee retention. To the extent that the Proponents argue that the focus of the Proposals is, more broadly, to improve employee retention, the Staff routinely deems proposals addressing employee retention and turnover as falling within the category of “workforce management” considerations that do not transcend a company’s ordinary business operations under Rule 14a-8(i)(7). *See Dollar Tree, Inc.* (avail. May 2, 2022) (concurring with the exclusion of a proposal, on ordinary business grounds, requesting analysis and reporting on risks to its business strategy in the face of increasing labor market pressure, where the proponent expressed concerns around employee recruitment and retention challenges); *Amazon.com, Inc.* (avail. Apr. 8, 2022) (concurring with the exclusion of a proposal requesting a report on the impact of the company’s workforce turnover on the company’s diversity, equity and inclusion, on the basis that the proposal “relates to ordinary business matters and does not focus on significant social policy issues”); *Walmart Inc.* (avail. Apr. 7, 2021) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) requesting a report on risks of complying with certain government regulations, “including, but not limited to: effects on employee hiring, retention, and productivity”); *Johnson & Johnson* (avail. Feb. 23, 2017) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) requesting a report detailing the known and potential risks and costs to the company caused by pressure campaigns to oppose certain types of laws, including “negative effects on employee hiring and retention caused by such pressure campaigns”); *Sprint Corp.* (avail. Jan. 28, 2004) (concurring with the exclusion of a proposal on ordinary business grounds requesting a report on “the impact on the [c]ompany’s recruitment and retention of employees due to the [c]ompany’s changes to retiree health care and life insurance coverage”); and *Delhaize America, Inc.* (avail. Mar. 9, 2000) (concurring with the exclusion of a proposal pursuant to Rule 14a-8(i)(7) requesting that the company adopt a policy “to be more aggressive in employee retention” for certain non-executive positions).

The foregoing precedents demonstrate that determining where and how employees work, as well as motivating and retaining employees, and managing turnover, are core functions in management of the workforce. The employee retention considerations noted in the Proposals fall squarely within the bounds of the foregoing precedents. The Rahardja Proposal notes the Proponent’s concern around employee

retention through its request that the Company “assess the effects of the Company’s return-to-office policy on employee retention and [the Company’s] competitiveness.” Similarly, the Mohr Supporting Statement alleges a preference among Company employees for additional location-flexible work opportunities and notes improvements in employee retention as a potential benefit of transitioning to location-flexible work. Regardless of whether the subject matter of the Proposals is deemed to be the Company’s location-flexible work practices or the Company’s ability to retain employees, the Supporting Statements demonstrate that the focus of the Proposals is simply how best to manage the Company’s workforce. Therefore, consistent with the Staff’s precedent discussed above, the Proposals are excludable under Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations, as the Proposals implicate the types of complex but routine workplace-oriented matters that Rule 14a-8(i)(7) is intended to address.

Further, the fact that the Rahardja Proposal requests a report to shareholders regarding the effects of the Company’s policies on location-flexible work has no bearing on whether the Proposal is excludable because it concerns the Company’s ordinary business. The Staff has long held that framing a shareholder proposal in the form of a request for a report does not change the underlying nature of the proposal. As noted above, the Staff evaluates proposals requesting dissemination of a report by considering the underlying subject matter of the proposal when applying Rule 14a-8(i)(7), and such proposals are excludable when the substance of the requested report is within the ordinary business of the company. *See* Release No. 34-20091 (Aug. 16, 1983). Accordingly, since the subject matter of the Rahardja Proposal is the Company’s operational decisions regarding location-flexible work and employees’ geographic location, it is excludable under Rule 14a-8(i)(7) as an ordinary business proposal.

**C. The Proposals Do Not Focus on Any Significant Social Policy Issues that Transcend the Company’s Ordinary Business Operations.**

The Commission clarified in the 1998 Release that proposals “focusing on” significant social policy issues may not be excludable under Rule 14a-8(i)(7), as these “transcend the day-to-day business matters” discussed in the proposals. Such proposals are distinguishable from ordinary business proposals that reference significant social policy issues, but that do not focus on or have only tangential implications for such issues, which are excludable under Rule 14a-8(i)(7). In SLB 14L, the Staff outlined its present approach to evaluating ordinary business proposals, noting a plan to “realign” with the Commission’s standard in the 1998 Release, first articulated in 1976, by focusing on “the social policy significance of the issue that is the subject of the shareholder proposal” rather than “the nexus between a policy issue and the company.” The explanation provided in SLB 14L confirms the Staff’s intent to preserve the Commission’s policy objectives behind the ordinary business exclusion, namely, as noted above, “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.” 1998 Release.

Following SLB 14L’s publication, the Staff has illustrated the application of these principles to distinguish between proposals that transcend ordinary business matters and those that are excludable under Rule 14a-8(i)(7). For example, in *Dollar Tree, Inc.* (avail. May 2, 2022), the proposal at issue requested that the company’s board of directors report to shareholders on risks to its business strategy in the face of increasing labor market pressure, including “explain[ing] how the Company’s forward-looking strategy and incentives will enable competitive employment standards, including wages, benefits and employee safety.” Dollar Tree argued that the proposal, which sought “a broad array of information concerning routine, employee-related challenges,” focused on issues that the Staff had determined to be ordinary business matters for purposes of Rule 14a-8(i)(7), and that the passing references in the proposal to safety-, workforce-participation- or pandemic-related concerns that might raise a significant social policy issue did not transform the otherwise ordinary business proposal into one that transcends ordinary business. *Id.* The Staff concurred with the exclusion of this proposal under Rule 14a-8(i)(7), noting that the proposal relates



to, and does not transcend, ordinary business matters. *Id.* In *Amazon.com, Inc.* (avail. Apr. 8, 2022), the proposal at issue requested that the company report to shareholders on its workforce turnover rates and the effects of labor market changes that have resulted from the COVID-19 pandemic, including an assessment of the impact of workforce turnover on the company's diversity, equity and inclusion. Amazon noted that the proposal "addresses the [c]ompany's human capital management practices in terms of workforce retention and turnover," arguing that a proposal that merely "touches upon a significant social policy issue", but primarily relates to an ordinary business matter, is distinguishable from a proposal related to human capital management practices that raise specific social policy issues "with a broad societal impact." *Id.* The Staff concurred with the exclusion of this proposal under Rule 14a-8(i)(7), agreeing that the proposal did "not focus on significant social policy issues." *Id.* See also *Amazon.com, Inc.* (avail. Apr. 7, 2022) (concurring with the exclusion of a proposal requesting preparation of a report on the risks to the company related to ensuring adequate staffing of its business and operations on the basis that the proposal relates to, and does not transcend, ordinary business matters). Consistent with this approach, the Staff reached a different conclusion in *CVS Health Corp.* (avail. March 18, 2022), where the proposal asked the company to adopt a mandatory paid sick leave policy for all employees on the ground that doing so would improve public health in low-income communities. In other words, in *CVS Health*, the proposal focused on the public health implications of the proposed paid sick leave policy, including that such a policy could have a "crucial contribut[ion] to public health" and could play a role in "lowering disease and overall absence rates" across "low-wage industries."

The Staff's recent no-action determinations under Rule 14a-8(i)(7) and guidance in SLB 14L reconfirm several key principles underlying the ordinary business exclusion. First, as demonstrated in *Dollar Tree*, the Staff will not recast matters that are inherently operational as social policy issues. Second, as demonstrated in *Amazon.com, Inc.* (avail. Apr. 8, 2022), simply citing potential social policy implications in a proposal does not qualify as "focusing" on such issues, even if the social policies happen to be the subject of substantial public focus (such as diversity, equity and inclusion considerations). Finally, SLB 14L makes clear that a proposal can overcome the ordinary business exclusion only if the proposal "focuses on a significant social policy issue."

The clear focus of both the Rahardja Proposal and the Mohr Proposal is the Company's operational decisions regarding location-flexible work and employees' geographic location, which, as noted above, are inherently ordinary business matters relating to management of the workforce. Neither Proposal focuses on any specific significant social policy issue with broad societal impact. Similar to the proposal at issue in *Dollar Tree*, the Rahardja Proposal seeks a broad array of information related to day-to-day workforce logistics—for example, detailed information on employees' specific location choices, collected over a five year period across each of the Company's numerous teams around the globe—in order to "give shareholders relevant data needed to assess the effects of Apple's policy." As in *Dollar Tree*, each category of information sought in the Rahardja Proposal traditionally relates to ordinary business matters rather than a particular social policy consideration. Similarly, the Mohr Proposal concentrates on the alleged operational defects of the Company's existing policy and the operational benefits of implementing the Proponent's preferred policy, each of which is an ordinary business matter rather than a social policy consideration.

The Company is committed to protecting the environment, health and safety of its employees and to incorporating sound environment, health and safety management practices into all aspects of its business. Workplace and employee safety, a consideration the Rahardja Proposal briefly touches on as potentially implicated by the Company's return-to-office policy, is integrally related to the management of the Company's operations and is a routine element of the Company's day-to-day business. Consistent with this approach, the Staff has regularly recognized that proposals relating to employee health and safety fall within the ordinary business exclusion. See, e.g., *Dollar Tree, Inc.* (May 2, 2022) (concurring with the exclusion of the previously described proposal on ordinary business grounds where the proposal requested that the

company assess, among other things, how the company's strategy and incentives will enable employee safety); *The TJX Companies, Inc.* (avail. Apr. 9, 2021) (concurring with the exclusion of a proposal requesting a report on the company's use of prison labor, which the company argued was excludable as relating to overall workplace safety, workplace conditions, and general worker compensation issues, notwithstanding the supporting statement's reference to potential unsafe or unhealthy working conditions); *Pilgrim's Pride Corp.* (avail. Feb. 25, 2016) (concurring with the exclusion of a proposal requesting publication of a report describing the company's policies, practices, performance and improvement targets relating to occupational health and safety on the basis that the proposal "relates to workplace safety" and therefore falls within Rule 14a-8(i)(7)). The Rahardja Supporting Statement's reference to workplace and employee safety considerations clearly fits within this precedent.

Similarly, the Mohr Supporting Statement mentions a possible further increase in employee diversity as one potential benefit of the requested policy change. However, this and similar references form just one clause in a five-paragraph discussion that focuses on location-flexible work as a means of motivating and retaining employees. As noted above, a company's approach to motivating and retaining employees is fundamentally an ordinary business matter. Consistent with long-established Staff precedent, including the recent *Dollar Tree* and *Amazon* examples, merely referencing topics in passing that might raise significant social policy issues, but which have only tangential implications for the issues that constitute the central focus of a proposal, do not transform an otherwise ordinary business proposal into one that transcends ordinary business.

The Company acknowledges that both Proposals present "human capital management issues" as that term is generally understood. In SLB 14L, the Staff announced that it would no longer focus on determining the nexus between a policy issue and the company as part of its Rule 14a-8(i)(7) analysis. The Staff noted that, under this approach, "proposals that the staff previously viewed as excludable because they did not appear to raise a policy issue of significance for the company may no longer be viewed as excludable under Rule 14a-8(i)(7)" and gave the example that "proposals squarely raising human capital management issues with a broad societal impact would not be subject to exclusion solely because the proponent did not demonstrate that the human capital management issue was significant to the company." The Staff's subsequent determinations in *Amazon* and *CVS Health* show that the Staff analyzes each proposal focusing on human capital management issues on a case-by-case basis, to determine whether the human capital management issue raised in the proposal has a broad societal impact that transcends the company's ordinary business operations, as was the case in *CVS Health*, or whether the human capital management issue raised in the proposal merely raises operational and workforce management issues, as was the case in *Amazon*.

Here, for the reasons discussed above, the Proponents have failed to indicate how the Proposals focus on a significant social policy issue with a broad societal impact. Instead, each Proposal focuses on the Company's policies related to location-flexible work and their impact on employee motivation and retention, all of which are inherently ordinary business considerations specific to the Company. As the Proposals do not transcend the Company's ordinary business, they are excludable under Rule 14a-8(i)(7).

**IV. To the Extent the Staff is Unable to Concur that the Proposals May Be Excluded under Rule 14a-8(I)(7), the Mohr Proposal May Be Excluded under Rule 14a-8(I)(11) because it Substantially Duplicates the Rahardja Proposal.**

If the Staff is unable to concur in the Company's view that both of the Proposals are excludable under Rule 14a-8(i)(7), the Company requests that the Staff concur in its view that the Company may exclude the Mohr Proposal from the Proxy Materials pursuant to Rule 14a-8(i)(11) because it substantially

duplicates the Rahardja Proposal, which proposal was submitted to the Company prior to the Mohr Proposal and which earlier proposal would in that case be included in the Proxy Materials.

**A. Background on Rule 14a-8(i)(11).**

Rule 14a-8(i)(11) permits a company to exclude a proposal if it substantially duplicates a proposal previously submitted by another proponent that is expected to be included in the company's proxy materials. The purpose for this exclusion, according to the Commission, is to "eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independent of each other." Exchange Act Release No. 12999 (1976).

Proposals need not be identical to warrant exclusion under Rule 14a-8(i)(11). The current standard that the Staff has applied for determining whether a proposal substantially duplicates an earlier-received proposal is whether the proposals present the same "principal thrust" or "principal focus," not whether the proposals are identical or whether there is a difference in the breadth of the proposals. See *Pacific Gas & Electric Co.* (avail. Feb. 1, 1993); *Exxon Mobil Corp.* (avail. Mar. 19, 2010); *Union Pacific Corp.* (avail. Feb. 1, 2012, *recon. denied* Mar. 30, 2012); and *Apple Inc.* (avail. Dec. 21, 2017). For example, in *Apple*, the Staff concurred that a proposal requesting that the Company issue "a report on its role in promoting freedom of expression" was substantially duplicative of a proposal requesting that the Company "establish a Human Rights Committee to review, assess, disclose, and make recommendations to enhance [the Company's] policies and practice on human rights." The Company had argued that both proposals addressed the same policy issue, namely the Company's human rights policies and practices, and shared a common objective of causing the Company to review and report on its human rights policies insofar as they relate to the Company's role in facilitating access to the Internet.

The Staff has consistently permitted a company to exclude a proposal substantially duplicative of an earlier proposal despite differences in the specific action(s) requested when the two proposals have the same principal objective. For example, in *Cooper Industries, Ltd.* (avail. Jan. 17, 2006), the Staff determined that a proposal requesting that the company "review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and report its findings" was substantially duplicative of an earlier submitted proposal requesting that the company "commit itself to the implementation of a code of conduct" based on identified, internationally recognized human rights standards. See also *Exxon Mobil Corp.* (avail. Mar. 9, 2017) (concurring that a proposal requesting a report on political contributions was substantially duplicative of a proposal requesting a report on lobbying expenditures); *Chevron Corp.* (avail. Mar. 28, 2019) (concurring that a proposal seeking annual disclosure of greenhouse gas targets was substantially duplicative of a proposal requesting the preparation of a report on how the company can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Climate Agreement's goals); and *Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring that a proposal seeking a review and report on internal controls related to loan modifications, foreclosures and securitizations was substantially duplicative of a proposal requesting a report on the company's residential mortgage loss mitigation policies and outcomes).

In particular, the Staff has found that proposals share the same principal thrust and focus for purposes of Rule 14a-8(i)(11) in cases where one such proposal requests that the company take a specific action and the other such proposal requests that the company prepare a report or other disclosure addressing the same objective. For example, in *Caterpillar Inc.* (avail. Mar. 25, 2013), the Staff concurred with the exclusion of a proposal requesting a report identifying risks and assessing the impact of "widespread human rights criticisms" and "boycott and divestment efforts" stemming from the company's activities in the Palestinian Territory as substantially duplicative of a proposal seeking that the company "review and amend, where applicable, [the company's] policies related to human rights that guide international and U.S.

operations, extending policies to include franchisees, licensees and agents that market, distribute or sell its products, to conform more fully with international human rights and humanitarian standards.” The company argued that “[b]y focusing on the overseas practices and policies, and in particular the distribution and sales of certain products, of the Company and its affiliates in light of human rights concerns,” the proposals addressed substantially identical topics. Similarly, in *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* April 6, 2009), the Staff concurred that a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest was substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company’s products and operations. *See also Ford Motor Co.* (avail Feb. 19, 2004) (concurring with the exclusion of a proposal calling for internal goals related to greenhouse gases as substantially duplicative of a proposal calling for a report on historical data on greenhouse gas emissions and the company’s planned response to regulatory scenarios, where the company successfully argued that the principal thrust and focus of each was “to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness”).

**B. The Mohr Proposal Substantially Duplicates the Rahardja Proposal.**

The Company received the Rahardja Proposal at 3:34 p.m. Pacific Time on September 7, 2022. A copy of the relevant correspondence regarding the Rahardja Proposal is attached hereto as Exhibit A. On the same date at 3:46 p.m. Pacific Time, the Company received the Mohr Proposal. A copy of the relevant correspondence regarding the Mohr Proposal is attached hereto as Exhibit B. As discussed in Section I above, the Company is requesting the Staff’s concurrence that both of the Proposals are excludable under Rule 14a-8(i)(7). If the Staff is unable to concur that the Company may exclude the Proposals under Rule 14a-8(i)(7), then the Company expects to include the Rahardja Proposal in its Proxy Materials. As discussed below, the principal thrust and focus of both the Rahardja Proposal and the Mohr Proposal are the same, and therefore, in the event that the Company includes the Rahardja Proposal in the Proxy Materials, the Mohr Proposal should be excluded under Rule 14a-8(i)(11).

The principal thrust and focus of the Rahardja Proposal and the Mohr Proposal are the same: both seek to change the Company’s return-to-office policy to permit more location-flexible work options. The overlap between the Proposals is further demonstrated by the similar goals and concerns addressed in the Supporting Statements, as shown below:

The Rahardja Proposal	The Mohr Proposal
<i>Both Proposals focus on the Company’s policies with respect to location-flexible work.</i>	
“Shareholders of [the Company] ask the Board of Directors to prepare a report . . . to assess the effects of [the Company’s] return-to-office policy on employee retention and [the Company’s] competitiveness.”	“Shareholders of [the Company] ask that [the Company] enable its employees to work from any location that allows them to—in a phrase often used by [Company] management—‘do their best work,’ be that in an office, at home, or elsewhere.”
<i>Both Proposals, including the Supporting Statements, seek a change in the Company’s policies with respect to location-flexible work.</i>	
“[The Company] must adapt to remain competitive”	“Shareholders therefore ask [the Company] to embrace location-flexible work, and empower its employees to work wherever they work best”

<i>Both Proposals, including the Supporting Statements, cite a perceived shift in societal norms around location-flexible work as a driving factor behind the Proposals.</i>	
“Shareholders believe there is a major and permanent shift in societal work culture underway”	“[The Company] should . . . transition its work processes to something more forward-looking and appropriate for a global company in the 21 <sup>st</sup> century.”
<i>Both Supporting Statements describe concerns around perceived employee dissatisfaction with the Company’s policies with respect to location-flexible work.</i>	
“It is reasonable to assume that some significant portion of [the Company’s] employees reject [the Company’s] return-to-office policy, as evidenced by the [sic] open letter and public petition.”	“[The Company’s] employees have been trying to tell their leadership team, ‘let us decide how we work best, and let us do the best work of our lives.’”
<i>Both Supporting Statements express a belief that the Company’s policies with respect to location-flexible work may affect employee retention.</i>	
“[The Company’s] teams are vulnerable to loss of expertise and ability to execute due to loss of key personnel. The brain drain has begun, a notable case being Ian Goodfellow, a leading expert in Artificial Intelligence, who cited [the Company’s] return-to-office policy as a key reason for his departure.”	“Shareholders therefore ask [the Company] to embrace location-flexible work . . . in order to retain talent” and “avoid losing knowledge”
<i>Both Supporting Statements argue that reducing commuting time will positively impact employee retention and recruitment.</i>	
Citing “a desire to reclaim time spent on commutes” as one of “a diverse number of reasons” for workers’ alleged preference for location-flexible work	Noting that a change to the Company’s policy with respect to location-flexible work would enable the Company to “reach[ ] out to potential workers with . . . otherwise difficult commutes”
<i>Both Supporting Statements acknowledge that the Company’s previous shift to remote work beginning in 2020 was necessitated by the COVID-19 pandemic.</i>	
“Throughout 2020-2022, significant parts of the working world were forced to shift to remote-first arrangements thanks to the COVID-19 pandemic.”	“[T]he pandemic serendipitously realized [the Company’s] potential by forcing a shift in the work processes”

As shown in the above chart, the Rahardja Proposal and the Mohr Proposal have a shared focus of influencing the Company to change its policies with respect to location-flexible work on the basis that Company employees are increasingly prioritizing remote work opportunities.

As discussed above, the Staff has permitted the exclusion of proposals on substantially duplicative grounds where the requests of the two proposals seek the same objective but differ in terms or scope or action requested. Here, while the Rahardja Proposal requests the preparation of a report “assessing the effects of [the Company]’s return-to-office-policy on employee retention and [the Company]’s

competitiveness,” the Rahardja Supporting Statement explicitly calls for the Company to “adapt to remain competitive” in the face of a perceived “major and permanent shift in societal work culture underway.” Similarly, the Mohr Proposal requests that the Company alter its return-to-office policy in response to employee demand and modern workforce trends. The difference in the requests articulated in the Proposals does not alter the fact that the Proposals seek the same objective and have the same principal thrust and focus, which is altering the Company’s location-flexible work policies.

For the reasons described above, the inclusion of both Proposals in the Proxy Materials would cause shareholders to have to consider two substantially identical proposals, contrary to the stated purpose of Rule 14a-8(i)(11). Therefore, in the event that the Company includes the Rahardja Proposal in the Proxy Materials, the Company respectfully requests that the Staff concur that the Mohr Proposal is substantially duplicative of the Rahardja Proposal and, as a result, may be excluded from the Company’s Proxy Materials pursuant to Rule 14a-8(i)(11).

\* \* \* \*

**V. Conclusion.**

For all of the reasons stated above, it is our view that the Company may exclude the Proposals from its Proxy Materials pursuant to Rule 14a-8(i)(7), or, alternatively, that the Mohr Proposal may be excluded pursuant to Rule 14a-8(i)(11). We request that the Staff concur in our view or, alternatively, confirm that the Staff will not recommend any enforcement action to the Commission if the Company so excludes the Proposals.

If the Staff is unable to concur with the Company’s positions, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff’s final position. In addition, the Company requests that the Proponents copy the undersigned on any response they may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (212) 906-1324 or by email at [jenna.cooper@lw.com](mailto:jenna.cooper@lw.com) to discuss any questions you may have regarding this matter.

Sincerely,



Jenna Cooper  
of LATHAM & WATKINS LLP

Enclosures

cc: Dave Rahardja  
Beth Young  
Megan Mohr  
Sam Whittington, Apple Inc.

**Exhibit A**

**Copy of the Rahardja Proposal and Supporting Statement and Related Correspondence**

## **Copy of the Rahardja Proposal and Supporting Statement**



# REPORT ON THE EFFECT OF RETURN-TO-OFFICE POLICY

## RESOLVED

Shareholders of Apple Inc. (“Apple”) ask the Board of Directors to prepare a report (at reasonable cost and omitting confidential and proprietary information) to assess the effects of Apple’s return-to-office policy on employee retention and Apple’s competitiveness.

We suggest the report study the following:

- **Desire for office-bound work**, for example, reporting how many employees chose in-office work through different phases of the pandemic and hybrid work pilot, both on mandated in-office days and flexible-work days
- **Desire for location-flexible work**, for example, reporting how many employees applied for long-term flexible work arrangements since June 2021 (hybrid work policy announcement), and how many of those were approved or rejected
- **Impact on retention**, for example, reporting how many employee departures can be attributed at least partially to lack of location-flexible work options
- **Agreements that provide incentives** for Apple to mandate office-bound work, such as financial agreements with governments that require a certain number of employees to work in a building or live within an area

We recognize that Apple’s policy evolved over the pandemic, and that Apple consists of heterogeneous organizations with different work requirements. Therefore, we believe this report should encompass the last five years to show trends over time, and provide data relevant to each high-level organization.

## SUPPORTING STATEMENT

Throughout 2020–2022, significant parts of the working world were forced to shift to remote-first arrangements thanks to the COVID-19 pandemic. For many, the new arrangement worked well. While parts of society are returning to pre-pandemic norms, many workers are reluctant to return to the office, for a diverse number of reasons such as reducing health risks and a desire to reclaim time spent on commutes.

Apple's processes famously rely on small teams whose members have deep knowledge and broad responsibilities and are thus difficult to replace. Apple's teams are vulnerable to loss of expertise and ability to execute due to loss of key personnel. The brain drain has begun, a notable case being Ian Goodfellow, a leading expert in Artificial Intelligence, who cited Apple's return-to-office policy as a key reason for his departure.

Shareholders believe there is a **major and permanent shift in societal work culture underway**, and Apple must adapt to remain competitive. However, Apple's leadership seems to be "skating to where the puck was" instead of where it will be.

It is reasonable to assume that some significant portion of Apple's employees reject Apple's return-to-office policy, as evidenced by the open letter<sup>1</sup> and public petition<sup>2</sup>. Therefore, shareholders are concerned that the executive team may have lost touch with present changes in work culture, and that the executive team may be underrepresenting material risks associated with their policy. This resolution aims to give shareholders relevant data needed to assess the effects of Apple's policy, so they may evaluate its impact on the company's future performance.

---

<sup>1</sup> <https://appletogether.org/hotnews/thoughts-on-office-bound-work>

<sup>2</sup> <https://act.appletogether.org/flexible-work-arrangements>

## Copy of Related Correspondence

**From:** "Dave Rahardja" [REDACTED]  
**Subject:** Shareholder Proposal  
**Date:** September 7, 2022 at 3:34:56 PM PDT  
**To:** [shareholderproposal@apple.com](mailto:shareholderproposal@apple.com)

Please find attached a PDF of a shareholder proposal that I wish to submit.

**Dave Rahardja**

Apple Investor Relations  
One Apple Park Way  
MS 927-4INV  
shareholderproposal@apple.com

Dave Rahardja

September 7, 2022

## Cover Letter for Shareholder Proposal

Dear Apple Inc.,

Included with this letter is a shareholder proposal. I submit this proposal for inclusion in the proxy statement for Apple's 2023 annual meeting of shareholders ("AGM") in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filer will attend the annual meeting to move the resolution as required by SEC rules.

I have owned at least \$25,000 of Apple common stock for the past year and intend to hold them through the AGM.

I am available to meet with the company via teleconference on September 23 at 3 PM Pacific Time, or September 30 at 3 PM Pacific Time.

Please CC Beth Young [REDACTED] on all email correspondence.

Sincerely,



Dave Rahardja

# REPORT ON THE EFFECT OF RETURN-TO-OFFICE POLICY

## RESOLVED

Shareholders of Apple Inc. ("Apple") ask the Board of Directors to prepare a report (at reasonable cost and omitting confidential and proprietary information) to assess the effects of Apple's return-to-office policy on employee retention and Apple's competitiveness.

We suggest the report study the following:

- **Desire for office-bound work**, for example, reporting how many employees chose in-office work through different phases of the pandemic and hybrid work pilot, both on mandated in-office days and flexible-work days
- **Desire for location-flexible work**, for example, reporting how many employees applied for long-term flexible work arrangements since June 2021 (hybrid work policy announcement), and how many of those were approved or rejected
- **Impact on retention**, for example, reporting how many employee departures can be attributed at least partially to lack of location-flexible work options
- **Agreements that provide incentives** for Apple to mandate office-bound work, such as financial agreements with governments that require a certain number of employees to work in a building or live within an area

We recognize that Apple's policy evolved over the pandemic, and that Apple consists of heterogeneous organizations with different work requirements. Therefore, we believe this report should encompass the last five years to show trends over time, and provide data relevant to each high-level organization.

## SUPPORTING STATEMENT

Throughout 2020–2022, significant parts of the working world were forced to shift to remote-first arrangements thanks to the COVID-19 pandemic. For many, the new arrangement worked well. While parts of society are returning to pre-pandemic norms, many workers are reluctant to return to the office, for a diverse number of reasons such as reducing health risks and a desire to reclaim time spent on commutes.

Apple's processes famously rely on small teams whose members have deep knowledge and broad responsibilities and are thus difficult to replace. Apple's teams are vulnerable to loss of expertise and ability to execute due to loss of key personnel. The brain drain has begun, a notable case being Ian Goodfellow, a leading expert in Artificial Intelligence, who cited Apple's return-to-office policy as a key reason for his departure.

Shareholders believe there is a **major and permanent shift in societal work culture underway**, and Apple must adapt to remain competitive. However, Apple's leadership seems to be "skating to where the puck was" instead of where it will be.

It is reasonable to assume that some significant portion of Apple's employees reject Apple's return-to-office policy, as evidenced by the open letter<sup>1</sup> and public petition<sup>2</sup>. Therefore, shareholders are concerned that the executive team may have lost touch with present changes in work culture, and that the executive team may be underrepresenting material risks associated with their policy. This resolution aims to give shareholders relevant data needed to assess the effects of Apple's policy, so they may evaluate its impact on the company's future performance.

---

<sup>1</sup> <https://appletogether.org/hotnews/thoughts-on-office-bound-work>

<sup>2</sup> <https://act.appletogether.org/flexible-work-arrangements>

**Exhibit B**

**Copy of the Mohr Proposal and Supporting Statement and Related Correspondence**



## **Copy of the Mohr Proposal and Supporting Statement**

# Embrace location-flexible work

## RESOLVED

Shareholders of Apple Inc. (“Apple”) ask that Apple enable its employees to work from any location that allows them to—in a phrase often used by Apple management—“do their best work,” be that in an office, at home, or elsewhere. Shareholders urge Apple to explore options that grant more worker autonomy, such as moving decisions about individual work arrangements closer to the affected employee, instead of at the SVP level, and purposefully researching technologies and processes to help workers to continue to deliver great work from a non-traditional office.

## SUPPORTING STATEMENT

Apple cites the idea that in-person collaboration is essential to its culture and innovation as a rationale for its return-to-office policy. Yet, Apple delivered great new products throughout 2020–2022, with a large part of its workforce working from home.

Even if all employees were to return to the office five days a week, Apple has offices all over the planet, including Japan, the European Union and United Kingdom, Israel, and the United States. Collaborating in person on a daily basis is often already impossible due to Apple’s far-flung workforce, yet employees have been successfully collaborating long since before the pandemic, and continue to do so today.

In 1990, Steve Jobs predicted the “third major revolution” of desktop computing by arguing that networked computers would create a new form of computing—interpersonal computing—which would allow geographically diverse people to work on a common goal, and claimed that this was “the only type of organization that can begin to keep pace with the [rapidly] changing business conditions.”<sup>1</sup> While Apple has long had the necessary tools to realize this vision, the pandemic serendipitously realized Apple’s potential by forcing a shift in the work processes and using their capabilities to allow workers to work flexibly.

Another Steve Jobs quote is relevant here: “It doesn’t make sense to hire smart people and tell them what to do; we hire smart people so they can tell us what to do.”<sup>2</sup> Apple’s employees have been trying to tell their leadership team, “let us decide how we work best, and let us do the best work of our lives.”<sup>3</sup>

Shareholders therefore ask Apple to embrace location-flexible work, and empower its employees to work wherever they work best, in order to retain talent, avoid losing knowledge, and further increase diversity by reaching out to potential workers with mobility challenges or otherwise difficult commutes. Apple’s employees have asked Apple for this in 2021<sup>4</sup>, and again in 2022<sup>5</sup>. Apple should engage its famous problem-solving ability to invent solutions that enable its global workforce to collaborate and foster personal relationships even across long distances, and transition its work processes to something more forward-looking and appropriate for a global company in the 21st century.

---

<sup>1</sup> <https://www.youtube.com/watch?v=xIK8XDG5lgg&t=380s>

<sup>2</sup> <https://www.inc.com/marcel-schwantes/this-classic-quote-from-steve-jobs-about-hiring-employees-describes-what-great-leadership-looks-like.html>

<sup>3</sup> <https://appletogether.org/hotnews/thoughts-on-office-bound-work>

<sup>4</sup> <https://www.theverge.com/2021/6/4/22491629/apple-employees-push-back-return-office-internal-letter-tim-cook>

<sup>5</sup> <https://act.appletogether.org/flexible-work-arrangements>

## Copy of Related Correspondence

**From:** Megan Mohr [REDACTED]  
**Subject:** Shareholder Proposal  
**Date:** September 7, 2022 at 3:46:28 PM PDT  
**To:** [shareholderproposal@apple.com](mailto:shareholderproposal@apple.com)  
**Cc:** [REDACTED]

Hello,

I have attached a cover letter and proposal I would like to submit for the 2023 Apple shareholder meeting.

Please confirm receipt of this email and CC Beth Young ([REDACTED]) on all future correspondence.

Thank you,

Megan Mohr

September 7th, 2021

Via email to [shareholderproposal@apple.com](mailto:shareholderproposal@apple.com):

Katherine Adams  
Senior Vice President, General Counsel and Secretary  
Apple Investor Relations  
One Apple Park Way, MS 927-4INV  
Cupertino, CA 95014 USA  
[shareholderproposal@apple.com](mailto:shareholderproposal@apple.com)

Attn: Katherine Adams

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Ms. Adams,

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of Apple Inc. (the "Company") for its 2023 annual meeting of shareholders.

I have continuously beneficially owned, for at least one year as of the date hereof, at least \$25,000 worth of the Company's common stock. Verification of this ownership will be sent separately. I intend to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

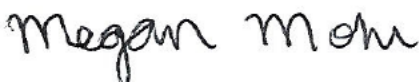
I am available to meet with the Company via teleconference on

Thursday, October 6<sup>th</sup>  
9:00am-5:00pm PDT

Friday, October 7<sup>th</sup>  
9:00am-5:00pm PDT

Please send future correspondence and communications regarding this proposal to

Sincerely,



Megan Mohr

# Embrace location-flexible work

## RESOLVED

Shareholders of Apple Inc. (“Apple”) ask that Apple enable its employees to work from any location that allows them to—in a phrase often used by Apple management—“do their best work,” be that in an office, at home, or elsewhere. Shareholders urge Apple to explore options that grant more worker autonomy, such as moving decisions about individual work arrangements closer to the affected employee, instead of at the SVP level, and purposefully researching technologies and processes to help workers to continue to deliver great work from a non-traditional office.

## SUPPORTING STATEMENT

Apple cites the idea that in-person collaboration is essential to its culture and innovation as a rationale for its return-to-office policy. Yet, Apple delivered great new products throughout 2020–2022, with a large part of its workforce working from home.

Even if all employees were to return to the office five days a week, Apple has offices all over the planet, including Japan, the European Union and United Kingdom, Israel, and the United States. Collaborating in person on a daily basis is often already impossible due to Apple’s far-flung workforce, yet employees have been successfully collaborating long since before the pandemic, and continue to do so today.

In 1990, Steve Jobs predicted the “third major revolution” of desktop computing by arguing that networked computers would create a new form of computing—interpersonal computing—which would allow geographically diverse people to work on a common goal, and claimed that this was “the only type of organization that can begin to keep pace with the [rapidly] changing business conditions.”<sup>1</sup> While Apple has long had the necessary tools to realize this vision, the pandemic serendipitously realized Apple’s potential by forcing a shift in the work processes and using their capabilities to allow workers to work flexibly.

Another Steve Jobs quote is relevant here: “It doesn’t make sense to hire smart people and tell them what to do; we hire smart people so they can tell us what to do.”<sup>2</sup> Apple’s employees have been trying to tell their leadership team, “let us decide how we work best, and let us do the best work of our lives.”<sup>3</sup>

Shareholders therefore ask Apple to embrace location-flexible work, and empower its employees to work wherever they work best, in order to retain talent, avoid losing knowledge, and further increase diversity by reaching out to potential workers with mobility challenges or otherwise difficult commutes. Apple’s employees have asked Apple for this in 2021<sup>4</sup>, and again in 2022<sup>5</sup>. Apple should engage its famous problem-solving ability to invent solutions that enable its global workforce to collaborate and foster personal relationships even across long distances, and transition its work processes to something more forward-looking and appropriate for a global company in the 21st century.

---

<sup>1</sup> <https://www.youtube.com/watch?v=xIK8XDG5lgg&t=380s>

<sup>2</sup> <https://www.inc.com/marcel-schwantes/this-classic-quote-from-steve-jobs-about-hiring-employees-describes-what-great-leadership-looks-like.html>

<sup>3</sup> <https://appletogether.org/hotnews/thoughts-on-office-bound-work>

<sup>4</sup> <https://www.theverge.com/2021/6/4/22491629/apple-employees-push-back-return-office-internal-letter-tim-cook>

<sup>5</sup> <https://act.appletogether.org/flexible-work-arrangements>

To:

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549  
shareholderproposals@sec.gov

From:

Dave Rahardja

PII

Megan Mohr

PII

Date: November 16, 2022

Re: **Response to Apple Inc. request for no-action determination on proposals submitted by Dave Rahardja and Megan Mohr**

Ladies and gentlemen:

This letter is submitted by Dave Rahardja and Megan Mohr (together, the “Proponents”) in response to the request for no-action relief (the “No-Action Request”) filed by Latham and Watkins on behalf of Apple Inc. (“Apple” or the “Company”) regarding two shareholder proposals entitled “Report on the Effect of Return-to-Office Policy”, submitted by Dave Rahardja (the “Rahardja Proposal”); and “Embrace Location Flexible Work”, submitted by Megan Mohr (the “Mohr Proposal”; the Rahardja Proposal and Mohr Proposal are referred to collectively as the “Proposals”) under Rule 14a-8 of the Securities Exchange Act of 1934.

# Table of contents

<b>Foreword</b>	<b>3</b>
<b>The Proposals</b>	<b>4</b>
<b>Background</b>	<b>6</b>
<b>The Proposals may not be excluded under Rule 14a-8(i)(7) because they focus on a significant social policy issue that transcends the Company’s ordinary business operations: location-flexible work</b>	<b>8</b>
Remote and location-flexible work is a significant social policy issue with broad social impact	9
Location-flexible work in the news	9
Location-flexible work in popular culture and across society	10
Adoption of location-flexible work by major employers	12
Microsoft	12
Airbnb	12
Spotify	12
Yelp	12
Koç Holding	13
Legislative and Regulatory action to address location-flexible work	13
Intersection of location-flexible work with other matters of significant social policy	15
Disability	15
Diversity	16
Environmental impact	16
Housing	16
Apple’s global prominence	17
<b>The Mohr Proposal does not substantially duplicate the Rahardja Proposal because they ask Apple to take distinct and non-overlapping actions</b>	<b>18</b>



# Foreword

In the No-Action Request, Apple stated that it intends to omit both the Rahardja Proposal and the Mohr Proposal from its proxy materials to be distributed to shareholders in connection with the Company's 2023 annual meeting of shareholders. The Company argues that it is entitled to exclude the Proposals in reliance on Rule 14a-8(i)(7), on the grounds that they deal with the Company's ordinary business operations. As discussed more fully below, the consistent and widespread public debate over the importance of remote and location-flexible work arrangements, its consequent effects on company policies and legislation, and significant personal impact on workers around the world, show that the matter is a significant social policy issue which transcends ordinary business. Moreover, the Proposals give Apple significant discretion in how it implements their requests, and thus do not micromanage the Company. Accordingly, Apple has not met its burden of proving its entitlement to exclude the Proposals, and the Proponents respectfully request that the Company's request for relief under Rule 14a-8(i)(7) be denied.

In addition, the Company wrote that to the extent the staff of the Division of Corporation Finance (the "Staff") does not concur that Rule 14a-8(i)(7) supports the exclusion of either or both of the Rahardja Proposal or the Mohr Proposal, the Company intends to exclude the Mohr Proposal under Rule 14a-8(i)(11) because it substantially duplicates the Rahardja Proposal. As discussed more fully below, the Company has not met its burden of proving its entitlement to exclude the Mohr Proposal as being substantially duplicative of the Rahardja Proposal, as the two Proposals request the Company to perform two essentially different actions: producing a report and changing policy. The Proponents respectfully request that the Company's request for relief under Rule 14a-8(i)(11) also be denied.

# The Proposals

The Rahardja Proposal states:

## **Resolved**

Shareholders of Apple Inc. (“Apple”) ask the Board of Directors to prepare a report (at reasonable cost and omitting confidential and proprietary information) to assess the effects of Apple’s return-to-office policy on employee retention and Apple’s competitiveness.

We suggest the report study the following:

- **Desire for office-bound work**, for example, reporting how many employees chose in-office work through different phases of the pandemic and hybrid work pilot, both on mandated in-office days and flexible-work days
- **Desire for location-flexible work**, for example, reporting how many employees applied for long-term flexible work arrangements since June 2021 (hybrid work policy announcement), and how many of those were approved or rejected
- **Impact on retention**, for example, reporting how many employee departures can be attributed at least partially to lack of location-flexible work options
- **Agreements that provide incentives** for Apple to mandate office-bound work, such as financial agreements with governments that require a certain number of employees to work in a building or live within an area

We recognize that Apple’s policy evolved over the pandemic, and that Apple consists of heterogeneous organizations with different work requirements. Therefore, we believe this report should encompass the last five years to show trends over time, and provide data relevant to each high-level organization.

The Mohr Proposal states:

## **RESOLVED**

Shareholders of Apple Inc. (“Apple”) ask that Apple enable its employees to work from any location that allows them to—in a phrase often used by Apple management—“do their best work,” be that in an office, at home, or elsewhere. Shareholders urge Apple to explore options that grant more worker autonomy, such as moving decisions about individual work arrangements closer to the affected employee, instead of at the SVP level, and purposefully researching technologies and processes to help workers to continue to deliver great work from a non-traditional office.

# Background

Apple is a technology company with a workforce of over 100,000 employees<sup>1</sup> and operations across the world. While its headquarters and many other offices are located in Cupertino, California and surrounding cities, Apple is a highly and globally distributed company. According to its website<sup>2</sup>, Apple has corporate locations in eight US states, and in 22 countries across four continents, in addition to over 500 retail locations across the world<sup>3</sup>.

Many employees across the Company work closely with one another across distances and time zones to realize innovations, building on a culture of collaboration and using hardware and software that Apple itself makes. For instance, teams that are required to provide 24-hour coverage use a global distribution of members to their advantage. Furthermore, Apple regularly hires workers around the world with plans to relocate them to the US, and has them begin work with their US counterparts immediately, but keeps them “parked” in their home country for a year or more until they become eligible for a US visa.

At the outset of the COVID-19 pandemic lockdowns, a much larger portion of Apple’s employees rapidly switched to fully remote work, adapting their practices to maintain and improve their collaborative culture under unprecedented conditions. While many of the Company’s team members worked from home for the first time, many others were already used to collaborating with teams in different offices, countries, and time zones.

Remote collaboration was present at Apple before the pandemic, and remains present today even after Apple has required many of its employees to return to working in their offices three days per week. While in-person meetings are now possible again, it is still rare to have meetings in which there is not at least one person calling in via video from another location, due to Apple’s highly distributed and collaborative culture.

In the more than two years since the start of the pandemic, many companies, including Apple, successfully adopted this remote way of working for a much larger portion of their workforce than before, and performed just as well or better than previous years. In fact, Apple delivered a 33.26% increase in revenue in 2021, and a 7.79% increase again in 2022<sup>4</sup>. The U.S. Gross Domestic Product quickly recovered from a dip in early 2020 to rise at better than the rate of growth pre-pandemic<sup>5</sup>.

While life is starting to go back to normal around the world, there does not seem to be any “going back” for office work. Apple’s executive team has tried to “return to office” by asking for it in June 2021,<sup>6</sup> then delaying it in July 2021<sup>7</sup>, announcing another delay in August

---

<sup>1</sup> <https://www.apple.com/newsroom/2021/10/apple-reports-fourth-quarter-results/>

<sup>2</sup> <https://www.apple.com/careers/us/work-at-apple.html>

<sup>3</sup> <https://www.apple.com/retail/storelist/>

<sup>4</sup> <https://www.macrotrends.net/stocks/charts/AAPL/apple/revenue>

<sup>5</sup> <https://fred.stlouisfed.org/series/GDP>

<sup>6</sup>

<https://www.theverge.com/2021/6/2/22465846/apple-employees-return-office-three-days-week-september>

<sup>7</sup> <https://www.foxbusiness.com/markets/apple-delaying-return-office-until-october-beyond-tim-cook>

2021<sup>8</sup>, then asking employees to return in April 2022<sup>9</sup>, only to delay it again in May 2022<sup>10</sup>, then finally demanding a return to office in September 2022.<sup>11</sup> Apple’s employees, however, have been vocally<sup>12</sup> reluctant<sup>13</sup> to do so<sup>14</sup>, and it is apparent that many prefer the new style of location-flexible working. In contrast to Apple, major companies around the world such as Google<sup>15</sup>, Spotify<sup>16</sup>, and NTT<sup>17</sup> appear to have accepted that the former societal norm of office-bound work is fundamentally changing, and have embraced location-flexible work.

The Proponents are not only shareholders of the Company; they are also former Apple employees. They do not base their proposals on hearsay, but instead have experienced the period of remote work at Apple firsthand, as well as Apple’s implementation of the mandated return-to-office policy. Both Proponents left Apple in 2022, partially due to Apple’s inflexible return-to-office policy. Both had worked at Apple for more than a decade. Both have personally experienced how inflexible Apple’s policy is, and both now have taken fully-remote positions in other companies. Like them, many others have left Apple, including high-profile cases<sup>18</sup>. Having found a future for themselves outside of Apple, they are not advocating for change that would benefit them personally, but are instead concerned about Apple’s future as a publicly-traded company, and the impact of Apple’s policy—and policies like it—on society at large.

---

8

<https://www.cnbc.com/2021/08/20/apple-delays-return-to-office-until-january-as-covid-cases-surge.html>

9

<https://www.theverge.com/2022/3/4/22961592/apple-april-11-return-office-corporate-pandemic-tim-cook>

<sup>10</sup> <https://www.nytimes.com/2022/05/17/technology/apple-delays-return-to-office.html>

11

<https://www.bloomberg.com/news/articles/2022-08-15/apple-sets-return-to-office-deadline-of-sept-5-after-delays#xj4y7vzkg>

12

<https://www.theverge.com/2021/6/4/22491629/apple-employees-push-back-return-office-internal-letter-tim-cook>

<sup>13</sup> <https://appletogether.org/hotnews/thoughts-on-office-bound-work>

<sup>14</sup> <https://nypost.com/2022/08/22/apple-workers-launch-petition-slamming-return-to-office-order/>

15

<https://www.inc.com/jason-aten/googles-ceo-says-if-your-return-to-office-plan-doesnt-include-these-3-things-youre-doing-it-wrong.html>

<sup>16</sup> [Work From Anywhere | Life at Spotify](#)

17

<https://english.kyodonews.net/news/2022/06/3baf3aae9f2f-japans-ntt-to-begin-remote-work-as-norm-for-30000-employees-in-july.html>

18

<https://www.businessinsider.com/apple-director-machine-learning-ian-goodfellow-leaving-return-to-office-2022-5>

## The Proposals may not be excluded under Rule 14a-8(i)(7) because they focus on a significant social policy issue that transcends the Company's ordinary business operations: location-flexible work

The Company argues that both Proposals relate to the Company's "quintessentially ordinary business matter of managing the workforce" and therefore may be excluded under Rule 14a-8(i)(7).

The Proponents acknowledge that proposals relating to workforce management, without more, are generally deemed to address ordinary operations. However, the Proponents call on the Commission's standard that companies are not allowed to rely on the so-called "ordinary business" exclusion to omit such proposals if they "focus[...] on sufficiently significant social policy issues"<sup>19</sup>.

In particular, the Division articulated in a November 2021 Staff Legal Bulletin ("SLB") 14L<sup>20</sup> that proposals that "raise significant social policy issues" are not subject to exclusion based on the "ordinary business" argument. To quote:

Going forward, the staff will realign its approach for determining whether a proposal relates to "ordinary business" with the standard the Commission initially articulated in 1976, which provided an exception for certain proposals that raise significant social policy issues, and which the Commission subsequently reaffirmed in the 1998 Release. This exception is essential for preserving shareholders' right to bring important issues before other shareholders by means of the company's proxy statement, while also recognizing the board's authority over most day-to-day business matters. For these reasons, staff will no longer focus on determining the nexus between a policy issue and the company, but will instead focus on the social policy significance of the issue that is the subject of the shareholder proposal. In making this determination, the staff will consider whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company.

Furthermore, SLB 14L contained statements specific to workforce-related proposals, stating that "proposals squarely raising human capital management issues with a broad societal impact would not be subject to exclusion solely because the proponent did not demonstrate that the human capital management issue was significant to the company." These statements apply to the Proposals, as location-flexible work and company policies on the matter are issues directly relating to the daily work conditions of workers around the world.

---

<sup>19</sup> Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

<sup>20</sup> <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>

The Proponents rely on this stated approach, and provide evidence in the following section that remote and location-flexible work is a significant social policy issue with broad societal impact, and request that the Staff deny the Company’s request to exclude the Proposals.

## Remote and location-flexible work is a significant social policy issue with broad social impact

In the following subsections, the Proponents show that the topic of remote and location-flexible work is widely discussed around the world, that major employers have adopted location-flexible work policies in apparent recognition of this societal change, and that governments are working on or have already introduced legislation addressing remote work. Furthermore, location-flexible work has a broad societal impact as it intersects with a number of related social policy issues. Lastly, by virtue of being one of the most valuable companies in the world, having one of the world’s most recognizable brands, and having numerous employees across the globe, Apple’s policies have an outsized effect not just on Apple itself, but on many other companies and society at large.

### Location-flexible work in the news

Since the start of the pandemic, “working from home” and the more general topic of remote and location-flexible work has been a popular topic in the news. In May 2022, the New York Times wrote that while “[m]any entertainment and leisure activities have come roaring back in recent months [...] [o]ffice attendance has lagged,” and “more than 50 percent [of employees] do not use the office consistently every week.”<sup>21</sup> In October 2022 alone, it published six articles<sup>22,23,24,25,26,27</sup> about remote work and returning to offices. The subject is important enough that the publication created a “Telecommuting” topic to group articles relating to it. At the end of October 2022, the topic had 110 articles linked under it, with the oldest one only from August 2021<sup>28</sup>. The New York Times is not alone: Harvard Business Review<sup>29</sup>, the Financial Times<sup>30</sup>, Business Insider<sup>31</sup>, Bloomberg<sup>32</sup>, and Time Magazine<sup>33</sup> now have a topic/subject area dedicated to remote work to collect relevant articles. Publications that don’t have a separate category for the topic still regularly write about it, including The

---

<sup>21</sup> <https://www.nytimes.com/2022/05/22/business/hybrid-work-office.html>

<sup>22</sup> <https://www.nytimes.com/2022/10/07/travel/remote-work-guide.html>

<sup>23</sup> <https://www.nytimes.com/2022/10/22/opinion/remote-work.html>

<sup>24</sup> <https://www.nytimes.com/2022/10/20/realestate/best-cities-remote-work.html>

<sup>25</sup> <https://www.nytimes.com/2022/10/29/technology/return-to-office-employee-satisfaction.html>

<sup>26</sup> <https://www.nytimes.com/2022/10/25/business/economy/labor-disabilities.html>

<sup>27</sup> <https://www.nytimes.com/2022/10/30/briefing/downtown-america.html>

<sup>28</sup> <https://www.nytimes.com/es/2021/08/23/espanol/facebook-workrooms-realidad-virtual.html>

<sup>29</sup> <https://hbr.org/topic/subject/remote-work>

<sup>30</sup> <https://www.ft.com/working-from-home>

<sup>31</sup> <https://www.businessinsider.com/category/remote-work>

<sup>32</sup> <https://www.bloomberg.com/work-shift>

<sup>33</sup> <https://time.com/collection/future-of-work/>

Wall Street Journal<sup>34,35</sup>, CNN<sup>36</sup>, Fox News<sup>37</sup>, WIRED<sup>38</sup>, National Geographic<sup>39</sup>, AARP<sup>40</sup> and The New Yorker<sup>41</sup>.

We can find a similar intensity of coverage in major publications around the world. The Aftenposten (Norway)<sup>42</sup>, the ARD (Germany)<sup>43</sup>, the BBC (UK)<sup>44</sup>, Corriere della Sera (Italy)<sup>45</sup>, Dziennik Gazeta Prawna (Poland)<sup>46</sup>, Le Figaro (France)<sup>47</sup>, the Guardian (UK)<sup>48</sup>, Habertürk (Turkey)<sup>49</sup>, Ir (Latvia)<sup>50</sup>, JoongAng Ilbo (South Korea)<sup>51</sup>, Kompas (Indonesia)<sup>52</sup>, Lidové noviny (Czech Republic)<sup>53</sup>, Mail & Guardian (South Africa)<sup>54</sup>, El País (Spain)<sup>55</sup>, Die Zeit (Germany)<sup>56</sup>, and Neue Zürcher Zeitung (Switzerland)<sup>57</sup> have special sections dedicated to articles about remote and location-flexible work.

The massive amount of media coverage supports a conclusion that location-flexible work is considered a newsworthy topic, of interest to a wide audience of readers across the world.

## Location-flexible work in popular culture and across society

Apple's own advertising touts the utility of the Company's products in supporting location-flexible work<sup>58</sup>. Apple made a YouTube mini-series about working from home<sup>59,60</sup>. Apple TV+'s show "Mythic Quest" featured a special "work from home" episode shortly after the beginning of the pandemic<sup>61</sup>. When Apple's new series "Severance" was released, many

---

<sup>34</sup> <https://www.wsj.com/articles/startups-investors-bet-on-remote-work-future-11667436359>

<sup>35</sup> <https://www.wsj.com/articles/remote-work-is-the-new-signing-bonus-11624680029>

<sup>36</sup> <https://www.cnn.com/2022/08/15/perspectives/remote-work-economy-recession/index.html>

<sup>37</sup>

<https://www.foxnews.com/media/economic-analyst-employees-remote-work-push-gone-way-overboard-impacts-productivity>

<sup>38</sup> <https://www.wired.com/story/marginalized-workers-remote-work/>

<sup>39</sup>

<https://www.nationalgeographic.com/travel/article/will-remote-working-lead-to-longterm-travel-opportunities-coronavirus>

<sup>40</sup> <https://www.aarp.org/work/job-search/work-from-home-jobs/>

<sup>41</sup> <https://www.newyorker.com/culture/office-space/the-great-cubicle-escape>

<sup>42</sup> <https://www.aftenposten.no/tag/hjemmekontor>

<sup>43</sup> <https://www.tagesschau.de/thema/homeoffice/>

<sup>44</sup> <https://www.bbc.com/worklife/hello-hybrid>

<sup>45</sup> <https://www.corriere.it/argomenti/smart-working/>

<sup>46</sup> <https://www.dziennik.pl/tagi/praca-zdalna>

<sup>47</sup> <https://www.lefigaro.fr/tag/teletravail>

<sup>48</sup> <https://www.theguardian.com/business/working-from-home>

<sup>49</sup> <https://www.haberturk.com/haberleri/uzaktan-calisma>

<sup>50</sup> <https://ir.lv/tag/attalinats-darbs/>

<sup>51</sup>

<https://www.joongang.co.kr/search/news?keyword=%EC%9B%90%EA%B2%A9%EA%B7%BC%EB%AC%B4>

<sup>52</sup> <https://www.kompas.com/tag/remote-working>

<sup>53</sup> <https://www.lidovky.cz/archiv/prace-na-dalku.K5198650>

<sup>54</sup> <https://mg.co.za/tag/remote-work/>

<sup>55</sup> <https://cincodias.elpais.com/tag/teletrabajo/a>

<sup>56</sup> <https://www.zeit.de/thema/homeoffice>

<sup>57</sup> <https://www.nzz.ch/themen/home-office>

<sup>58</sup> <https://www.apple.com/business/work-anywhere/>

<sup>59</sup> [https://www.youtube.com/watch?v=6\\_pru8U2RmM](https://www.youtube.com/watch?v=6_pru8U2RmM)

<sup>60</sup> <https://www.youtube.com/watch?v=GC5Gmkn92Bg>

<sup>61</sup> <https://tv.apple.com/us/episode/quarantine/umc.cmc.2mpi140x3j70r8wg9ro1cdv11>

articles connected the portrayed office life with the refusal of workers to return to the office<sup>62,63,64,65</sup>. Comedy Central made a movie called “Out of Office” about working from home in 2022<sup>66</sup>. A search on Apple’s Podcasts app finds over 250 episodes about remote work<sup>67</sup>. Google Trends shows that while the popularity of the search term “WFH”<sup>68</sup> spiked in March 2020, the terms “remote work”<sup>69</sup>, “fully remote”<sup>70</sup> and “hybrid work”<sup>71</sup> continue to rise in popularity.

The shift to more location-flexible work has had a profound effect on many areas throughout society. At the beginning of 2022, about 45% of US employees were working fully remote, almost three times more than before the pandemic<sup>72</sup>. Nicholas Bloom et al. found that the share of newly-filed patent applications that support work from home doubled between January 2020 and September 2020<sup>73</sup>. In another paper titled “Working from Home Around the World”, Cevat Giray Aksoy et al. state:

Over time, it has become evident that the big shift to work from home will endure after the pandemic ends. No other episode in modern history involves such a pronounced and widespread shift in working arrangements in such a compressed time frame. The shift from farms and craft production to factory jobs that accompanied the Industrial Revolution played out over roughly two centuries. The later, ongoing shift from factory work and other goods production to services is many decades in the making.<sup>74</sup>

The topic of remote work and return to office is popular enough that Joanna Stern spent five minutes of a recent 35 minute interview with Apple Senior Vice Presidents Craig Federighi and Greg Joswiak on it<sup>75</sup>.

In sum, the topic of remote and location-flexible work is a subject salient to society at large and has a prominent place in popular culture.

---

<sup>62</sup> <https://www.nytimes.com/2022/04/14/opinion/severance-apple-tv-office.html>

<sup>63</sup> <https://slate.com/culture/2022/04/severance-finale-apple-tv-return-to-work.html>

<sup>64</sup>

<https://www.thedailybeast.com/obsessed/apple-tvs-severance-proves-going-to-work-is-worse-than-a-horror-movie>

<sup>65</sup>

[https://www.linkedin.com/pulse/employers-can-learn-lot-from-apple-tvs-severance-andrew-kardon-mba?trk=pulse-article\\_more-articles\\_related-content-card](https://www.linkedin.com/pulse/employers-can-learn-lot-from-apple-tvs-severance-andrew-kardon-mba?trk=pulse-article_more-articles_related-content-card)

<sup>66</sup> <https://www.imdb.com/title/tt12194000/>

<sup>67</sup> <https://www.google.com/search?q=remote+work+site:podcasts.apple.com>

<sup>68</sup> <https://trends.google.com/trends/explore?date=today%205-y&geo=US&q=WFH>

<sup>69</sup> <https://trends.google.com/trends/explore?date=today%205-y&geo=US&q=Remote%20work>

<sup>70</sup> <https://trends.google.com/trends/explore?date=today%205-y&geo=US&q=fully%20remote>

<sup>71</sup> <https://trends.google.com/trends/explore?date=today%205-y&geo=US&q=hybrid%20work>

<sup>72</sup> <https://www.computerworld.com/article/3677229/the-best-states-in-the-us-for-tech-jobs.html>

<sup>73</sup> <https://www.aeaweb.org/articles?id=10.1257/pandp.20211057>

<sup>74</sup> <https://www.nber.org/papers/w30446>

<sup>75</sup> <https://www.youtube.com/watch?v=m-ugwoEOMvg&t=1427s>



## Adoption of location-flexible work by major employers

Leaders of many companies around the world have modified their company policies to embrace what they apparently perceive as a widespread societal change in favor of location-flexible work.

### Microsoft

In March 2021, Microsoft released a World Trend Index Annual Report<sup>76</sup> which concluded that hybrid work is “inevitable,” and that 73% of employees in a study among users of Microsoft products wanted flexible remote work options to stay.

Microsoft CEO Satya Nadella noted in a May 2021 post on LinkedIn<sup>77</sup>:

Hybrid work represents the biggest shift to how we work in our generation. And it will require a new operating model, spanning people, places, and processes.

### Airbnb

Brian Chesky, CEO of Airbnb, announced in April 2022 that Airbnb employees could “live and work anywhere,” because “[c]ompanies will be at a significant disadvantage if they limit their talent pool to a commuting radius around their offices. The best people live everywhere.”<sup>78</sup>

### Spotify

The Swedish audio streaming company Spotify announced a Work From Anywhere program<sup>79</sup> in February 2021. A report on the program<sup>80</sup> published in August 2022 stated:

...despite the great resignation trend, Spotify claimed staff churn has reduced compared to pre-pandemic levels and that it has also boosted the diversity of its workforce – as a direct result of the policy.

It’s also enabled the organization to enter new territories – it’s now registered in 42 U.S. states, and in Europe it has expanded to Spain, Germany and the Netherlands.

### Yelp

Yelp CEO Jeremy Stoppelman published a blog post in June 2022<sup>81</sup> titled “The future of work is remote,” in which he reported that Yelp would thenceforth operate with a fully remote workforce.

### Koç Holding

Koç Holding, one of the largest conglomerates in Turkey active in the energy, finance, and manufacturing sectors, granted 35,000 office workers permanent remote work in January

---

<sup>76</sup> <https://www.microsoft.com/en-us/worklab/work-trend-index/hybrid-work>

<sup>77</sup> <https://www.linkedin.com/pulse/hybrid-work-paradox-satya-nadella/>

<sup>78</sup> <https://twitter.com/bchesky/status/1519831566486147073>

<sup>79</sup> <https://www.lifeatspotify.com/being-here/work-from-anywhere>

<sup>80</sup> <https://www.worklife.news/leadership/lessons-from-spotifys-work-from-anywhere-rollout/>

<sup>81</sup> <https://blog.yelp.com/news/the-future-of-work-is-remote/>

2021<sup>82</sup>. CEO Levent Çakıroğlu claimed remote work eliminated commute time, the need for office space, and transportation, and that the practice promised “great potential for employee satisfaction and efficiency.”

The examples given above are only a sampling of companies in many sectors around the world actively integrating location-flexible work into their structures. For instance, Mainichi daily reported in September 2022 that 44% of major Japanese companies were rethinking their employee transfer systems to incorporate remote work<sup>83</sup>. In fact, companies such as NTT<sup>84</sup> have made remote work the norm for tens of thousands of their employees.

Location-flexible work, then, is an issue that is presently on the minds of employers and workers the world over, and has resulted in work policy changes that affect a large number of workers.

## Legislative and Regulatory action to address location-flexible work

The subject of location-flexible work has been central to recent legislative and regulatory actions in many countries.

In Ireland, the Right to Request Remote Work Bill<sup>85</sup> introduced a legal framework for employers and employees to negotiate location-flexible working arrangements, noting that the bill reflects the government’s “broader Remote Working Strategy,” and that “The increase in home working since March 2020 as a result of Covid-19 has brought remote working to the forefront of working life in Ireland and globally.”

In Germany, Labor Minister Hubertus Heil called for legislation to ensure the right of workers to choose flexible work arrangements in 2020<sup>86</sup>, and again in 2022<sup>87</sup>. Mr. Heil was quoted: “I am in favour of learning fundamental lessons for the world of work from the Covid-induced large-scale experiment on working from home.”

Around the world, legislators and government agencies are defining legal frameworks which anticipate a permanent presence of location-flexible work among their citizenry. These

---

<sup>82</sup>

<https://www.duvarenglish.com/thousands-to-work-from-home-permanently-for-top-turkish-conglomerate-news-56004>

<sup>83</sup> <https://mainichi.jp/english/articles/20220920/p2a/00m/0bu/023000c>

<sup>84</sup>

<https://english.kyodonews.net/news/2022/06/3baf3aae9f2f-japans-ntt-to-begin-remote-work-as-norm-for-30000-employees-in-july.html>

<sup>85</sup> <https://enterprise.gov.ie/en/legislation/right-to-request-remote-work-bill-2021.html>

<sup>86</sup> <https://www.dw.com/en/german-labor-minister-calls-for-right-to-work-from-home/a-53253366>

<sup>87</sup>

<https://www.thelocal.de/20220112/german-labour-minister-wants-to-allow-remote-working-after-pandemic/>

nations include Angola<sup>88</sup>, Argentina<sup>89</sup>, Belgium<sup>90</sup>, Brazil<sup>91</sup>, Chile<sup>92</sup>, Colombia<sup>93</sup>, Denmark<sup>94</sup>, Greece<sup>95</sup>, Italy<sup>96</sup>, Luxembourg<sup>97</sup>, Mauritius<sup>98</sup>, Mexico<sup>99</sup>, Norway<sup>100</sup>, Peru<sup>101</sup>, Philippines<sup>102</sup>, Portugal<sup>103</sup>, Russia<sup>104</sup>, Slovakia<sup>105</sup>, Spain<sup>106</sup>, Taiwan<sup>107</sup>, Turkey<sup>108</sup>, and Ukraine<sup>109</sup>.

---

88

<https://www.pwc.com/ao/en/services/tax/corporate-regulatory-services/regulatory-flashes/angola-teleworking-regime.html>

89

<https://www.loc.gov/item/global-legal-monitor/2020-08-24/argentina-new-law-on-telework-promulgated/>

90

<https://www.lexgo.be/en/news-and-articles/7197-requests-covid-19-homeworking-expense-allowance>

91

<https://www.machadomeyer.com.br/en/recent-publications/publications/labor/law-14-442-22-impacts-on-food-allowances>

92

<https://chirgwin.cl/en/2020/09/30/the-regulation-of-the-distance-work-and-telework-law-enters-into-force-on-friday-october-2/>

93

<https://leglobal.law/2022/04/20/colombia-new-decree-issued-regulating-the-conditions-for-employees-working-remotely/>

94

<https://www.thelocal.dk/20220207/denmark-announces-new-rules-for-working-from-home/>

95

<https://ioewec.newsletter.ioe-emp.org/industrial-relations-and-labour-law-august-2021-1/news/article/greece-greek-law-4808-2021-major-reforms-in-employment-legislation>

96

<https://www.italia.it/en/italy/things-to-do/remote-working-italy-for-extra-eu-workers>

97

<https://www.luxtimes.lu/en/luxembourg/rules-for-employee-talks-about-telework-set-in-law-62321f0bde135b92363e2340>

98

<https://www.mra.mu/download/GN225WRA.pdf>

99

<https://www.ccn-law.com/mexico-report-articles/mexico-publishes-new-rules-for-teleworking-and-health-safety-in-the-workplace>

100

<https://ioewec.newsletter.ioe-emp.org/industrial-relations-and-labour-law-september-2022/news/article/norway-amendments-to-regulations-on-working-from-home>

101

<https://consultingperu.com.pe/en/law-no-31572-the-new-teleworking-law-is-enacted/>

102

<https://www.dole.gov.ph/news/department-order-no-237-22-revised-implementing-rules-and-regulations-of-ra-no-11165-otherwise-known-as-the-telecommuting-act/>

103

<https://www.nytimes.com/2021/11/13/world/europe/portugal-remote-work-law-pandemic.html>

104

<https://www.globalcompliance.com/2021/01/11/russian-federation-new-rules-on-remote-work-09122020/>

105

<https://www.mercer.com/our-thinking/law-and-policy-group/slovakias-amended-labor-code-includes-remote-worker-measures.html>

106

<https://www.boe.es/eli/es/l/2021/07/09/10/con>

107

<https://www.globalcompliance.com/2021/08/23/taiwan-government-issues-first-guidelines-on-working-from-home-what-employers-need-to-know06082021/>

108

<https://www.shrm.org/resourcesandtools/hr-topics/global-hr/pages/new-rule-regulates-remote-work-in-turkey.aspx>

109

<https://www.ukrinform.net/rubric-polytics/3184521-ukrainian-parliament-passes-law-regulating-remote-work.html>

As well, the European Union published new EU-wide rules which established the right to request location-flexible working arrangements<sup>110</sup>.

These initiatives show that location-flexible work is an area of concern for legislators and regulators the world over, and that it is a phenomenon whose impact significantly affects societies at large.

## Intersection of location-flexible work with other matters of significant social policy

Location-flexible work has intersecting effects on many other important issues in society. A recent report by the Irish Joint Committee on Enterprise, Trade and Employment<sup>111</sup> on the “Right to Request Remote Work” bill noted:

The Committee notes there are multiple benefits that can be derived from remote work, which will help to achieve numerous public policy objectives. These benefits include increasing participation in the labour market, attracting and retaining talent, enabling balanced regional development, alleviating accommodation pressures, improving work/life balance, improving child and family wellbeing, reducing the amount of time spent commuting, and reducing carbon emissions and air pollution.

## Disability

The New York Times reported positive effects that remote work options had on disabled workers, and showed that the share of employed disabled workers has risen both more quickly than that of non-disabled workers in industries where remote work is more common, and more quickly than that of disabled workers in industries without remote work<sup>112</sup>. Overall, the number of disabled employees participating in the workforce has reached the highest rate in more than a decade this year<sup>113</sup>.

Enabling disabled workers to participate in the workforce not only has life-changing effects on disabled people, it is also a subject of increasing societal importance as we deal with the long-term effects of the COVID-19 pandemic. The Federal Reserve Bank of New York reported that the number of disabled people in the US grew by 1.7 million through the pandemic, with the growth mainly stemming from Long Covid<sup>114</sup>. Clearly, there is an intersection between location-flexible work and the lives of people with disabilities, which is of social significance.

---

<sup>110</sup> [https://ec.europa.eu/commission/presscorner/detail/en/IP\\_22\\_4785](https://ec.europa.eu/commission/presscorner/detail/en/IP_22_4785)

<sup>111</sup>

[https://data.oireachtas.ie/ie/oireachtas/committee/dail/33/joint\\_committee\\_on\\_enterprise\\_trade\\_and\\_employment/reports/2022/2022-07-07\\_report-on-the-pre-legislative-scrutiny-of-the-general-scheme-of-the-right-to-request-remote-work-bill-2022\\_en.pdf](https://data.oireachtas.ie/ie/oireachtas/committee/dail/33/joint_committee_on_enterprise_trade_and_employment/reports/2022/2022-07-07_report-on-the-pre-legislative-scrutiny-of-the-general-scheme-of-the-right-to-request-remote-work-bill-2022_en.pdf)

<sup>112</sup> <https://www.nytimes.com/2022/10/25/business/economy/labor-disabilities.html>

<sup>113</sup>

<https://www.forbes.com/sites/glebtsipursky/2022/10/28/empowering-people-with-disabilities-through-remote-work/?sh=53a8212042f1>

<sup>114</sup>

<https://libertystreeteconomics.newyorkfed.org/2022/10/long-covid-appears-to-have-led-to-a-surge-of-the-disabled-in-the-workplace/>

## Diversity

Remote and location-flexible work increases diversity across other dimensions as well. LinkedIn saw a 20% rise in women applicants between January 2019 and October 2022 for fully remote jobs, and also found notable increases for Black and Hispanic people<sup>115</sup>. Meta reported in July 2022 that “US candidates who accepted remote job offers were substantially more likely to be Black, Hispanic, Native American, Alaskan Native, Pacific Islander, veterans and/or people with disabilities,” and “[g]lobally, candidates who accepted remote job offers were more likely to be women.”<sup>116</sup>

A survey by Care.com found that remote work has benefits for parents and family caregivers<sup>117</sup>, as it allows them to spend more time with their kids, their partner, or aging loved ones. The same survey also found an “increased sharing of household duties”, with almost half of male caregivers with a child stating they were spending more time on child care and saving their partner some time when working remotely.

Clearly, there is an intersection between location-flexible work and diversity in the workplace, which is of social significance.

## Environmental impact

The environmental impact of remote work is an active subject of study. One study showed significant positive effects of remote work on reducing congestion and emissions<sup>118</sup>, while another showed a more modest impact<sup>119</sup>; one study showed improved rates of recycling when workers work from home<sup>120</sup>; and a meta-study reported mixed results when it comes to total energy consumption<sup>121</sup>. Clearly, there is an intersection between location-flexible work and its ramifications on the environment and climate change, which is of social significance.

## Housing

The Federal Reserve Bank of San Francisco reported in September 2022 that “a large and apparently persistent shift to working from home” has increased demand for housing in the US<sup>122</sup>. The report also observed that a significant increase of housing prices during the pandemic is “potentially due to migration caused by access to remote work.” Location-flexible work policy thus intersects with migration and demand for housing, which is of social significance.

---

<sup>115</sup> <https://www.straitstimes.com/business/want-a-more-diverse-applicant-pool-make-your-job-remote>

<sup>116</sup> <https://about.fb.com/news/2022/07/metadiversity-report-2022/>

<sup>117</sup> <https://www.care.com/c/the-modern-workplace-report/>

<sup>118</sup>

<https://www.iea.org/commentaries/working-from-home-can-save-energy-and-reduce-emissions-but-how-much>

<sup>119</sup> [https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=3638885](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3638885)

<sup>120</sup> <https://www.localgov.co.uk/Household-recycling-soared-during-pandemic/51261>

<sup>121</sup> <https://iopscience.iop.org/article/10.1088/1748-9326/ab8a84>

<sup>122</sup>

<https://www.frbsf.org/economic-research/publications/economic-letter/2022/september/remote-work-and-housing-demand/>

## Apple's global prominence

Apple is one of the most valuable companies in the world: its market capitalization briefly reached three trillion dollars<sup>123</sup> in the midst of the pandemic. As stated in a prior section, the Company employs more than 100,000 employees in 22 countries across four continents. Apple's brand is often named the most valuable in the world<sup>124</sup>. Consequently, Apple's policies not only directly affect a large number of employees, but also set an example for other companies around the world who watch Apple closely in the hopes of learning from its success. Due to Apple's global prominence, the actions and policies of the Company itself have social significance.

It is evident from the foregoing materials that location-flexible work is a topic of significant social importance and widespread public debate, and salient to a great number of workers, business leaders, and governments around the world. Accordingly, the Proponents respectfully request that Apple not be permitted to exclude the Proposals in reliance on Rule 14a-8(i)(7).

---

<sup>123</sup>

<https://www.cnbc.com/2022/01/03/apple-becomes-first-us-company-to-reach-3-trillion-market-cap.html>

<sup>124</sup>

<https://www.bloomberg.com/news/articles/2022-06-15/apple-named-world-s-most-valuable-brand-in-kantar-brandz-survey>

# The Mohr Proposal does not substantially duplicate the Rahardja Proposal because they ask Apple to take distinct and non-overlapping actions

The Proponents do not dispute the fact that the Rahardja Proposal and the Mohr Proposal have threads of commonality in their reasoning and supporting statements. Nevertheless, the Company's argument that the Mohr Proposal substantially duplicates the earlier-received Rahardja Proposal, and thus is excludable under Rule 14a-8(i)(11), is unpersuasive, because each proposal asks for distinct and non-overlapping actions to be taken.

The different requests for action are immediately evident from the opening statements of each proposal:

Rahardja Proposal:

Shareholders of Apple Inc. ("Apple") ask the Board of Directors to prepare a report (at reasonable cost and omitting confidential and proprietary information) to assess the effects of Apple's return-to-office policy on employee retention and Apple's competitiveness.

Mohr Proposal:

Shareholders of Apple Inc. ("Apple") ask that Apple enable its employees to work from any location that allows them to—in a phrase often used by Apple management—"do their best work," be that in an office, at home, or elsewhere. Shareholders urge Apple to explore options that grant more worker autonomy, such as moving decisions about individual work arrangements closer to the affected employee, instead of at the SVP level, and purposefully researching technologies and processes to help workers to continue to deliver great work from a non-traditional office.

It is evident from plain reading that these two calls to action are different from and independent of each other, such that shareholders may vote to approve one proposal and not the other. In other words, there is no danger of shareholders sending contradictory messages through their votes. As well, disclosure serves a different function from a policy change: Disclosure allows shareholders to analyze a company's conduct, evaluate management's performance, and assess risks more accurately, but it does not, by itself, affect a company's behavior. A proposal requesting a policy change, by contrast, asks shareholders to weigh in on a specific substantive outcome. For the reasons set forth above, then, the Mohr Proposal is not excludable on substantial duplication grounds.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions, please contact Dave Rahardja at [REDACTED] PII, and Megan Mohr at [REDACTED] PII.

Sincerely,

cc. Beth Young, Esq. [REDACTED] PII