

**Name and Address:**

Microsoft Corporation ("Microsoft")  
One Microsoft Way  
Redmond, Washington 98052

**Details of organization:**

Stock corporation organized under the Business Corporation Act of the State of Washington in 1975.

**Contractual relationship:**

The Nasdaq Stock Market, Inc. and Microsoft are parties to a Microsoft Premier Support Services Agreement dated June 13, 2005 and a Microsoft Enterprise Agreement dated June 13, 2003.

**Business or functions:**

Microsoft provides the Windows Server 2003 operating system, which is the operating system used by Nasdaq market dissemination systems, customer connectivity systems, real-time surveillance systems, and systems that connect the Nasdaq Market Center and The Brut ECN with Nasdaq corporate and regulatory systems.

**Certificate of Incorporation:**

Attached as Exhibit A.

**By-Laws:**

Attached as Exhibit B.

**Officers, Governors, and Standing Committee Members**

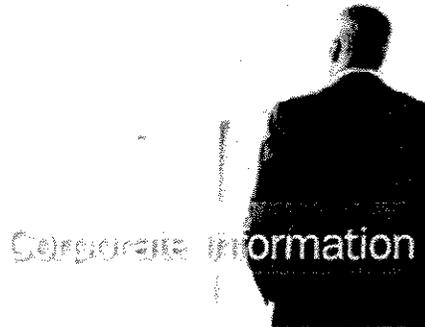
Attached as Exhibit C.

A



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### Microsoft Corporation

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and Internet technologies for personal and business computing. The company offers a wide range of products and services designed to empower people through great software -- any time, any place and on any device.

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**2004 Annual Report**

[Articles of Incorporation \(1/23/03\)](#)

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MICROSOFT CORPORATION

Pursuant to RCW 23B:10.070, the following Amended and Restated Articles of Incorporation are hereby submitted for filing:

#### ARTICLE I NAME

The name of the corporation is Microsoft Corporation.

#### ARTICLE II REGISTERED OFFICE AND AGENT

The address of the registered office of the "Corporation" is 920 Fourth Avenue, Suite 2900, Seattle, Washington 98104, and the name of the registered agent at such address is PTSGE Corp.

#### ARTICLE III PURPOSE

The Corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under the Washington Business Corporation Act, Title 23B of the Revised Code of Washington, now or hereafter in force (the "Act").

#### ARTICLE IV CAPITAL SHARES

4.1 *Authorized Shares.* The total number of shares of stock that the Corporation shall have authority to issue is 24,100,000,000 shares, which shall consist of 24,000,000,000 shares of common stock, \$0.00000625 par value per share ("Common Shares") and 100,000,000 shares of preferred stock, \$.01 par value per share

("Preferred Shares"). Except as otherwise provided in accordance with these Articles of Incorporation, the Common Shares shall have unlimited voting rights, with each share being entitled to one vote, and the rights to receive the net assets of the Corporation upon dissolution, with each share participating on a pro rata basis.

4.2 *Issuance of Preferred Shares*. The Board of Directors is hereby authorized from time to time, without shareholder action, to provide for the issuance of Preferred Shares in one or more series not exceeding in the aggregate the number of Preferred Shares authorized by these Articles of Incorporation, as amended from time to time; and to determine with respect to each such series the voting powers, if any (which voting powers, if granted, may be full or limited), designations, preferences, and relative, participating, option, or other special rights, and the qualifications, limitations, or restrictions relating thereto, including without limiting the generality of the foregoing, the voting rights relating to Preferred Shares of any series (which may be one or more votes per share or a fraction of a vote per share, which may vary over time, and which may be applicable generally or only upon the happening and continuance of stated events or conditions), the rate of dividend to which holders of Preferred Shares of any series may be entitled (which may be cumulative or noncumulative), the rights of holders of Preferred Shares of any series in the event of liquidation, dissolution, or winding up of the affairs of the Corporation, the rights, if any, of holders of Preferred Shares of any series to convert or exchange such Preferred Shares of such series for shares of any other class or series of capital stock or for any other securities, property, or assets of the Corporation or any subsidiary (including the determination of the price or prices or the rate or rates applicable to such rights to convert or exchange and the adjustment thereof, the time or times during which the right to convert or exchange shall be applicable, and the time or times during which a particular price or rate shall be applicable), whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates, and whether any shares of that series shall be redeemed pursuant to a retirement or sinking fund or otherwise and the terms and conditions of such obligation.

4.3 *Filings and Effectiveness*. Before the Corporation shall issue any Preferred Shares of any series, Articles of Amendment or Restated Articles of Incorporation, fixing the voting powers, designations, preferences, the relative, participating, option, or other rights, if any, and the qualifications, limitations, and restrictions, if any, relating to the Preferred Shares of such series, and the number of Preferred Shares of such series authorized by the Board of Directors to be issued shall be filed with the secretary of state in accordance with the Washington Business Corporation Act ("WBCA") and shall become effective without any shareholder action. The Board of Directors is further authorized to increase or decrease (but not below the number of such shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

## ARTICLE V

### NO PREEMPTIVE RIGHTS

Shareholders of the Corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the Corporation.

## ARTICLE VI

### DIRECTORS

6.1 *Number*. The number of directors of the Corporation shall be fixed in the manner specified by the bylaws of the Corporation.

6.2 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, unless for any reason there are no directors in office in which case they shall be filled by a special election by shareholders.

#### **ARTICLE VII**

##### **ELECTION OF DIRECTORS**

Shareholders of the Corporation shall not have the right to cumulate votes in the election of directors.

#### **ARTICLE VIII**

##### **SPECIAL SHAREHOLDER MEETINGS**

Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors, or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons.

#### **ARTICLE IX**

##### **AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend, and rescind the bylaws of the Corporation by a resolution adopted by a majority of the directors.

#### **ARTICLE X**

##### **LIMITATION OF DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating Section 23B.08.310 of the Act (which involves distributions by the Corporation); or
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent not prohibited by the WBCA, as so amended. The provisions of this Article shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while such provisions are in effect, and each such Directors shall be deemed to be serving as such in reliance on the provisions of this Article. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

#### **ARTICLE XI**

##### **MERGERS, SHARE EXCHANGES, AND OTHER TRANSACTIONS**

A merger, share exchange, sale of substantially all of the Corporation's assets, or dissolution must be approved by the affirmative vote of a majority of the Corporation's outstanding shares entitled to vote, or if separate voting by voting groups is required then by not less than a majority of all the votes entitled to be cast by that voting group.

#### **ARTICLE XII**

## INDEMNIFICATION

### 12.1 *Definitions.* As used in this Article:

- a. "Agent" means an individual who is or was an agent of the Corporation or an individual who, while an agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Agent" includes, unless the context requires otherwise, the spouse, heirs, estate and personal representative of an agent.
- b. "Corporation" means the Corporation, and any domestic or foreign predecessor entity which, in a merger or other transaction, ceased to exist.
- c. "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. "Director" includes, unless the context requires otherwise, the spouse, heirs, estate and personal representative of a director.
- d. "Employee" means an individual who is or was an employee of the Corporation or an individual, while an employee of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise- "Employee" includes, unless the context requires otherwise, the spouse, heirs, estate and personal representative of an employee.
- e. "Expenses" include counsel fees.
- f. "Indemnitee" means an individual made a party to a proceeding because the individual is or was a Director, Officer, Employee, or Agent of the Corporation, and who possesses indemnification rights pursuant to these Articles or other corporate action. "Indemnitee" includes, unless the context requires otherwise, the spouse, heirs, estate, and personal representative of such individuals.
- g. "Liability" means the obligation to pay a judgment, settlement penalty, fine, including an excise tax with respect to an employee benefit plan, or reasonable Expenses incurred with respect to a proceeding.
- h. "Officer" means an individual who is or was an officer of the Corporation (regardless of whether or not such individual was also a Director) or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Officer" includes, unless the context requires otherwise, the spouse, heirs, estate and personal representative of an officer.
- i. "Party" includes an individual who was, is, or is threatened to be named a defendant, respondent or witness in a proceeding.
- j. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, derivative, criminal, administrative, or investigative, and whether formal or informal.

12.2 *Indemnification Rights of Directors and Officers.* The Corporation shall indemnify its Directors and Officers to the full extent not prohibited by applicable law now or hereafter in force against liability arising out of a Proceeding to which such individual was made a Party because the individual is or was a Director or an Officer. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of a Director or Officer finally adjudged to be intentional misconduct or a knowing violation of law;

(b) Conduct of a Director or Officer finally adjudged to be in violation of Section 23B.08.310 of the Act relating to distributions by the Corporation; or

(c) Any transaction with respect to which it was finally adjudged that a Director or Officer personally received a benefit in money, property, or services to which the Director or Officer was not legally entitled.

Subject to the foregoing, it is specifically intended that Proceedings covered by indemnification shall include Proceedings brought by the Corporation (including derivative actions); Proceedings by government entities and governmental officials or other third party actions.

12.3 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay Expenses in advance of the final disposition of a Proceeding to Employees and Agents of the Corporation who are not also Directors, in each case to the same extent as to a Director with respect to the indemnification and advancement of Expenses pursuant to rights granted under, or provided by, the Act or otherwise.

12.4 Partial Indemnification. If an Indemnitee is entitled to indemnification by the Corporation for some or a portion of Expenses, liabilities, or losses actually and reasonably incurred by Indemnitee in an investigation, defense, appeal or settlement but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify Indemnitee for the portion of such Expenses, liabilities or losses to which Indemnitee is entitled.

12.5 Procedure for Seeking Indemnification and/or Advancement of Expenses. The following procedures shall apply in the absence of (or at the option of the Indemnitee, in lieu thereof), specific procedures otherwise applicable to an Indemnitee pursuant to a contract, trust agreement, or general or specific action of the Board of Directors:

12.5.1 Notification and Defense of Claim. Indemnitee shall promptly notify the Corporation in writing of any proceeding for which indemnification could be sought under this Article. In addition, Indemnitee shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Indemnitee's power.

With respect to any such proceeding as to which Indemnitee has notified the Corporation:

(a) The Corporation will be entitled to participate therein at its own expense; and

(b) Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnitee. Indemnitee's consent to such counsel may not be unreasonably withheld.

After notice from the Corporation to Indemnitee of its election to assume the defense, the Corporation will not be liable to Indemnitee under this Article for any legal or other Expenses subsequently incurred by Indemnitee in connection with such defense. However, Indemnitee shall continue to have the right to employ its counsel in such proceeding, at Indemnitee's expense; and if:

(i) The employment of counsel by Indemnitee has been authorized by the Corporation;

(ii) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnitee in the conduct of such

defense; or

(iii) The Corporation shall not in fact have employed counsel to assume the defense of such proceeding, the fees and Expenses of Indemnitee's counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which Indemnitee shall reasonably have made the conclusion that a conflict of interest may exist between the Corporation and the Indemnitee in the conduct of the defense.

**12.5.2 Information to be Submitted and Method of Determination and Authorization of Indemnification.** For the purpose of pursuing rights to indemnification under this Article, the Indemnitee shall submit to the Board a sworn statement requesting indemnification and reasonable evidence of all amounts for which such indemnification is requested (together, the sworn statement and the evidence constitute an "Indemnification Statement").

Submission of an Indemnification Statement to the Board shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Corporation shall, within sixty (60) calendar days thereafter, make the payments requested in the Indemnification Statement to or for the benefit of the Indemnitee, unless: (1) within such sixty (60) calendar day period it shall be determined by the Corporation that the Indemnitee is not entitled to indemnification under this Article; (2) such determination shall be based upon clear and convincing evidence (*sufficient to rebut the foregoing presumption*); and (3) the Indemnitee shall receive notice in writing of such determination, which notice shall disclose with particularity the evidence upon which the determination is based. The foregoing determination may be made: (1) by the Board of Directors by majority vote of a quorum of Directors who are not at the time parties to the proceedings; (2) if a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the proceeding; (3) by special legal counsel; or (4) by the shareholders as provided by Section 23B.08.550 of the Act.

Any determination that the Indemnitee is not entitled to indemnification, and any failure to make the payments requested in the Indemnification Statement, shall be subject to judicial review by any court of competent jurisdiction.

**12.5.3 Special Procedure Regarding Advance for Expenses.** An Indemnitee seeking payment of Expenses in advance of a final disposition of the proceeding must furnish the Corporation, as part of the Indemnification Statement:

(a) A written affirmation of the Indemnitee's good faith belief that the Indemnitee has met the standard of conduct required to be eligible for indemnification;

and

(b) A written undertaking, constituting an unlimited general obligation of the Indemnitee, to repay the advance if it is ultimately determined that the Indemnitee did not meet the required standard of conduct.

Upon satisfaction of the foregoing the Indemnitee shall have a contractual right to the payment of such Expenses.

**12.5.4 Settlement.** The Corporation is not liable to indemnify Indemnitee for any amounts paid in settlement of any proceeding without the Corporation's written consent. The Corporation shall not settle any proceeding in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent.

Neither the Corporation nor Indemnitee may unreasonably withhold its consent to a proposed settlement.

12.6. Contract and related rights.

12.6.1 Contract Rights. The right of an Indemnitee to indemnification and advancement of Expenses is a contract right upon which the Indemnitee shall be presumed to have relied in determining to serve or to continue to serve in his or her capacity with the Corporation. Such right shall continue as long as the Indemnitee shall be subject to any possible proceeding. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.

12.6.2 Optional Insurance, Contracts, and Funding The Corporation may:

(a) Maintain insurance, at its expense, to protect itself and any Indemnitee against any liability, whether or not the Corporation would have power to indemnify the individual against the same liability under Section 23B.08.5 10 or .520 of the Act;

(b) Enter into contracts with any Indemnitee in furtherance of this Article and consistent with the Act; and

(c) Create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

12.6.3 Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

12.6.4 Right of Indemnitee to Bring Suit. If (1) a claim under this Article for indemnification is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation; or (2) a claim under this Article for advancement of Expenses is not paid in full by the Corporation within twenty (20) days after a written claim has been received by the Corporation, then the Indemnitee may, but need not, at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the Indemnitee shall be entitled to also be paid the expense (to be proportionately prorated if the Indemnitee is only partially successful) of prosecuting such claim. Neither (1) the failure of the Corporation (including its Board of Directors, its shareholders, or independent legal counsel) to have made a determination prior to the commencement of such proceeding that indemnification or reimbursement or advancement of Expenses to the Indemnitee is proper in the circumstances; nor (2) an actual determination by the Corporation (including its Board of Directors, its shareholders, or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of Expenses, shall be a defense to the proceeding or create a presumption that the Indemnitee is not so entitled.

12.6.5 Nonexclusivity of Rights. The right to indemnification and the payment of Expenses incurred in defending a Proceeding in advance of its final disposition granted in this Article shall not be exclusive of any other right which any Indemnitee may have or hereafter acquire under any statute, provision of this Article or the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The Corporation shall have the express right to grant additional indemnity without seeking further

approval or satisfaction by the shareholders. All applicable indemnity provisions and any applicable law shall be interpreted and applied so as to provide an Indemnitee with the broadest but nonduplicative indemnity to which he or she is entitled.

**12.7 Contribution.** If the indemnification provided in Section 12.2 of this Article is not available to be paid to Indemnitee for any reason other than those set forth in subparagraphs 12.2(a), 12.2(b), and 12.2(c) of Section 12.2 of this Article (for example, because indemnification is held to be against public policy even though otherwise permitted under Section 12.2) then in respect of any proceeding in which the Corporation is jointly liable with Indemnitee (or would be if joined in such proceeding), the Corporation shall contribute to the amount of loss paid or payable by Indemnitee in such proportion as is appropriate to reflect:

The relative benefits received by the Corporation on the one hand and the Indemnitee on the other hand from the transaction from which such proceeding arose, and  
The relative fault of the Corporation on the one hand and the Indemnitee on the other hand in connection with the events which resulted in such loss, as well as any other relevant equitable consideration.

The relative benefits received by and fault of the Corporation on the one hand and the Indemnitee on the other shall be determined by a court of appropriate jurisdiction (which may be the same court in which the proceeding took place) with reference to, among other things, the parties' relative intent, knowledge, access to information, and opportunity to correct or prevent the circumstances resulting in such loss. The Corporation agrees that it would not be just and equitable if a contribution pursuant to this Article was determined by pro rata allocation or any other method of allocation which does not take account of the foregoing equitable considerations.

**12.8 Exceptions.** Any other provision herein to the contrary notwithstanding, the Corporation shall not be obligated pursuant to the terms of these Articles to indemnify or advance Expenses to Indemnitee with respect to any proceeding.

**12.8.1 Claims Initiated by Indemnitee.** Initiated or brought voluntarily by Indemnitee and not by way of defense, but such indemnification or advancement of Expenses may be provided by the Corporation in specific cases if the Board of Directors finds it to be appropriate. Notwithstanding the foregoing, the Corporation shall provide indemnification including the advancement of Expenses with respect to Proceedings brought to establish or enforce a right to indemnification under these Articles or any other statute or law or as otherwise required under the statute.

**12.8.2 Lack of Good Faith.** Instituted by Indemnitee to enforce or interpret this Article, if a court of competent jurisdiction determines that each of the material assertions made by Indemnitee in such proceeding was not made in good faith or was frivolous.

**12.8.3 Insured Claims.** For which any of the Expenses or liabilities for indemnification is being sought have been paid directly to Indemnitee by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Corporation.

**12.8.4 Prohibited by Law.** If the Corporation is prohibited by the Act or other applicable law as then in effect from paying such indemnification and/or advancement of Expenses. For example, the Corporation and Indemnitee acknowledge that the Securities and Exchange Commission ("SEC") has taken the position that indemnification is not possible for liabilities arising under certain federal securities laws. Indemnitee understands and acknowledges that the Corporation has undertaken or may be required in the future to undertake with the SEC to submit the

question of indemnification to a court in certain circumstances for a determination of the Corporation's right to indemnify Indemnitee.

**12.9 Successors and Assigns.** All obligations of the Corporation to indemnify any Director or Officer shall be binding upon all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets and any successor by merger or otherwise by operation of law). The Corporation shall not effect any sale of substantially all of its assets, merger, consolidation, or other reorganization, in which it is not the surviving entity, unless the surviving entity agrees in writing to assume all such obligations of the Corporation.

### **ARTICLE XIII CORPORATION'S ACQUISITION OF ITS OWN SHARES**

The Corporation may purchase, redeem, receive, take or otherwise acquire, own and hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal with and in its own shares. As a specific modification of Section 23B.06.310 of the Act, pursuant to the authority in Section 23B.02.020(5)(c) of the Act, to include provisions related to the management of the business and the regulation of the affairs of the Corporation, shares of the Corporation's stock acquired by it pursuant to this Article shall be considered "Treasury Stock" and so held by the Corporation. The shares so acquired by the Corporation shall not be considered as authorized and unissued but rather as authorized, issued, and held by the Corporation. The shares, so acquired shall not be regarded as cancelled or as a reduction to the authorized capital of the Corporation unless specifically so designated by the Board of Directors in an amendment to these Articles of Incorporation. The provisions of this Article do not alter or effect the status of the Corporation's acquisition of its shares as a "distribution" by the Corporation as defined in Section 23B.01.400(6) of the Act, nor alter or effect the limitations on distributions by the Corporation as set forth in Section 23B.06.400 of the Act. Any shares so acquired by the Corporation, unless otherwise specifically designated by the Board of Directors, at the time of acquisition, shall be considered on subsequent disposition, as transferred rather than reissued. Nothing in this Article limits or restricts the right of the Corporation to resell or otherwise dispose of any of its shares previously acquired for such consideration and according to such procedures as established by the Board of Directors.

The undersigned has signed these Amended and Restated Articles of Incorporation as of January 23, 2003.

JOHN A. SEETHOFF

Assistant Secretary

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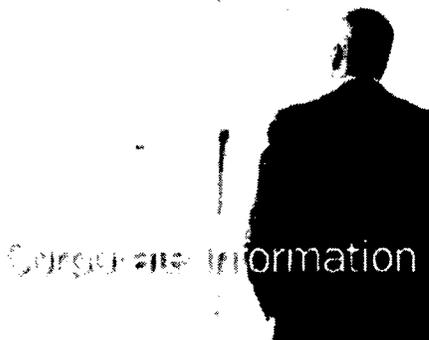
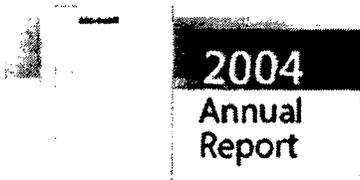
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Microsoft Corporation

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and Internet technologies for personal and business computing. The company offers a wide range of products and services designed to empower people through great software -- any time, any place and on any device.

Bylaws (02/14/2003)

BYLAWS OF MICROSOFT CORPORATION
ARTICLE I
Shareholders

1.1 Annual Meeting. The annual meeting of the shareholders of the Corporation for the election of directors and for the transaction of such other business as properly may be submitted to such annual meeting, shall be held at the hour and on the date designated by the Board of Directors or an authorized committee of the Board of Directors, such date to be within 150 days of the end of the fiscal year.

1.2 Special Meetings. Special meetings of the shareholders of the Corporation, for any purpose or purposes, may be called at any time by the Board of Directors or an authorized committee of the Board of Directors.

1.3 Place of Meetings. Meetings of shareholders shall be held at such place within or without the State of Washington as determined by the Board of Directors, or an authorized committee of the Board, pursuant to proper notice.

1.4 Notice. Written or electronic notice of each shareholders' meeting stating the date, time, and place and, in case of a special meeting, the purpose(s) for which such meeting is called, shall be given by the Corporation not less than ten (10) (unless a greater period of notice is required by law in a particular case) nor more than sixty (60) days prior to the date of the meeting, to each shareholder of record, to the shareholder's address as it appears on the current record of shareholders of the Corporation.

1.5 Quorum of Shareholders. At any meeting of the shareholders, a majority in interest of all the shares entitled to vote on a matter, represented by shareholders

Microsoft Corporation Quick Quote

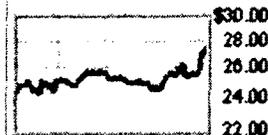


Table with stock price data: Last (27.76), %Change (+0.44), Prv. Close (+1.61%), Day's Low (27.25), Day's High (27.94), Volume (82,259,722)

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of record in person or by proxy, shall constitute a quorum of that voting group for action on that matter.

Once a share is represented at a meeting, other than to object to holding the meeting or transacting business, it is deemed to be present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. At such reconvened meeting, any business may be transacted that might have been transacted at the meeting as originally notified.

If a quorum exists, action on a matter is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one upon which by express provision of the Washington Business Corporation Act, as amended ("WBCA"), or of the Articles of Incorporation or of these Bylaws a different vote is required.

**1.6 Adjournment.** A majority of the shares represented at the meeting, even if less than a quorum, may adjourn the meeting from time to time. At such reconvened meeting at which a quorum is present any business may be transacted at the meeting as originally notified. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if a new date, time, or place is announced at the meeting before adjournment; however, if a new record date for the adjourned meeting is or must be fixed in accordance with the WBCA, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date.

**1.7 Record Date and Transfer Books.** For the purpose of determining shareholders who are entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.

If no record date is fixed for such purposes, the date on which notice of the meeting is given or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned more than one hundred twenty (120) days after the date is fixed for the original meeting.

**1.8 Voting Record.** The officer or agent having charge of the stock transfer books for shares of the Corporation shall make at least ten (10) days before each meeting of shareholders a complete record of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged by any applicable voting groups and in alphabetical order, with the address of and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder or any shareholder's agent during the whole time of the meeting for the purposes thereof.

**1.9 Proxies.** Shareholders of record may vote at any meeting either in person or by proxy. A shareholder may appoint a proxy to vote for the shareholder by submission of (a) an appointment form signed by the shareholder or the shareholder's attorney-in-fact, or (b) an electronic transmission sent in accordance with the provisions for electronic notice under Section 3.3. An appointment of proxy is effective when an appointment form or an electronic transmission (or documentary evidence thereof, including verification information) is received by the person

authorized to tabulate votes for the Corporation. The proxy has the same power to vote as that possessed by the shareholder, unless the appointment form or electronic transmission contains an express limitation on the power to vote or direction as to how to vote the shares on a particular matter, in which event the Corporation must tabulate the votes in a manner consistent with that limitation or direction. An appointment of proxy is valid for eleven (11) months unless a longer period is expressly provided in the appointment form or electronic transmission.

**1.10 Organization of Meeting.** The officer designated by the Chief Executive Officer (or in the absence of a designation by the Chief Executive Officer, any other officer designated by the Board of Directors) may call any meeting of shareholders to order and shall be the Chairman thereof. The Secretary of the Corporation, if present at any meeting of its shareholders, shall act as the Secretary of such meeting. If the Secretary is absent from any such meeting, the Chairman of such meeting may appoint a Secretary for the meeting.

**1.11 Order of Business.** The Chairman of a meeting of shareholders, determined in accordance with Section 1.10, shall have discretion to establish the order of business for such meeting subject to any specific order established by the Board of Directors.

**1.12 Advance Notice of Shareholder Proposals and Director Nominations.** Shareholders may nominate one or more persons for election as directors at the annual meeting of shareholders or propose business to be brought before the annual meeting of shareholders, or both, only if (i) such business is a proper matter for shareholder action under the WBCA and (ii) the shareholder has given timely notice in proper written form of such shareholder's intent to make such nomination or nominations or to propose such business.

To be timely, a shareholder's notice relating to the annual meeting shall be delivered to the Secretary at the principal executive offices of the Corporation not less than 120 or more than 180 days prior to the first anniversary (the "Anniversary") of the date on which the Corporation first mailed its proxy materials for the preceding year's annual meeting of shareholders. However, if the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the Anniversary of the preceding year's annual meeting, then notice by the shareholder to be timely must be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 15th day following the day on which public announcement of the date of such meeting is first made.

To be in proper form a shareholder's notice to the Secretary shall be in writing and shall set forth (i) the name and address of the shareholder who intends to make the nomination(s) or propose the business and, as the case may be, of the person or persons to be nominated or of the business to be proposed, (ii) a representation that the shareholder is a holder of record of stock of the Corporation, that the shareholder intends to vote such stock at such meeting and, in the case of nomination of a director or directors, intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, (iii) in the case of nomination of a director or directors, a description of all arrangements or understandings between the shareholder and each nominee or any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder, (iv) such other information regarding each nominee or each matter of business to be proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to Regulation 14A promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), had the nominee been nominated, or intended to be nominated, or

the matter been proposed, or intended to be proposed, by the Board of Directors of the Corporation and (v) in the case of nomination of a director or directors, the consent of each nominee to serve as a director of the Corporation if so elected

The Chairman of a meeting of shareholders may refuse to acknowledge the nomination of any person or the proposal of any business not made in compliance with the foregoing procedures. The business to be conducted at a special meeting of shareholders shall be limited to the business set forth in the notice of meeting sent by the Corporation. Notwithstanding the foregoing provisions of this Section 1.12, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to matters set forth in this Section 1.12. Nothing in this Section 1.12 shall affect any rights of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act nor grant any shareholder a right to have any nominee included in the Corporation's proxy statement.

## ARTICLE II

### Board of Directors

**2.1 Number and Qualifications.** The business affairs and property of the Corporation shall be managed by a Board of not less than three directors nor more than eleven directors. The number of directors may at any time be increased or decreased by resolution of the Board of Directors or by the shareholders at the annual meeting. Directors need not be shareholders of the Corporation or residents of the State of Washington.

**2.2 Election - Term of Office.** The directors shall be elected by the shareholders at each annual shareholders' meeting to hold office until the next annual meeting of the shareholders and until their respective successors are elected and qualified. If, for any reason, the directors shall not have been elected at any annual meeting, they may be elected at a special meeting of shareholders called for that purpose in the manner provided by these Bylaws.

**2.3 Regular Meetings.** Meetings of the Board of Directors shall be held at such places, and at such times as the Board may determine, and, if so determined, no notice thereof need be given. A regular meeting of the Board of Directors may be held without notice immediately after the annual meeting of shareholders at the same place at which such meeting was held.

**2.4 Special Meetings.** Special meetings of the Board of Directors may be held at any time or place upon the call of a majority of directors, the Chief Executive Officer or the Chief Operating Officer.

**2.5 Notice.** No notice is required for regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors, stating the date, time, and place thereof, shall be given in a manner described in Section 3.3 at least two (2) days prior to the date of the meeting. The purpose of the meeting need not be given in the notice.

**2.6 Waiver of Notice.** A director may waive notice of a special meeting of the Board of Directors either before or after the meeting, and such waiver shall be deemed to be the equivalent of giving notice. The waiver must be in given in accordance with the requirements of written or electronic notice in Section 3.3. Attendance or participation of a director at a meeting shall constitute waiver of notice of that meeting unless said director attends or participates for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

**2.7 Quorum of Directors.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained. When a quorum is present at any meeting, a majority of the members

present shall decide any question brought before such meeting, except as otherwise provided by the Articles of Incorporation or by these Bylaws.

**2.8 Adjournment.** A majority of the directors present, even if less than a quorum, may adjourn a meeting and continue it to a later time. Notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

**2.9 Resignation.** Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman, the President, or the Secretary of the Corporation. Any such resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

**2.10 Vacancies.** Unless otherwise provided by the WBCA, in case of any vacancy in the Board of Directors, including a vacancy resulting from an increase in the number of directors, the remaining directors, whether constituting a quorum or not, may fill the vacancy.

**2.11 Compensation.** The Board of Directors shall have the sole authority to fix the amount of compensation of directors.

**2.12 Committees.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members one or more committees, each of which:

- a. Shall have two (2) or more members;
- b. Shall be governed by the same rules regarding meetings, action without meetings, notice, and waiver of notice, and quorum and voting requirements as applied to the Board; and
- c. To the extent provided in such resolution, shall have and may exercise all the authority of the Board, except no such committee shall have the authority to:
  - (1) Authorize or approve a distribution except according to a general formula or method prescribed by the Board;
  - (2) Approve or propose to shareholders action which the WBCA requires to be approved by shareholders;
  - (3) Fill vacancies on the Board or on any of its committees;
  - (4) Amend the Articles of Incorporation;
  - (5) Adopt, amend, or repeal the Bylaws;
  - (6) Approve a plan of merger not requiring shareholder approval; or
  - (7) Authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations on a class or series of shares, except that the Board may authorize a committee, or a senior executive officer of the Corporation, to do so within limits specifically prescribed by the Board.

### ARTICLE III

#### Special Measures Applying to Meetings of Shareholders, the Board of Directors and Committees of the Board

**3.1 Action by Unanimous Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors or a committee of the Board may be accomplished without a meeting if the action is taken by all the members of the Board or all the members of the committee, as the case may be. The action must be

evidenced by one or more consents describing the action to be taken, given by all directors or all members of the committee, as the case may be, to the Corporation for inclusion in the minutes in a manner equivalent to written or electronic notice under Section 3.3. Directors' consents may be given either before or after the action taken. Action taken by unanimous consent is effective when the last director consents to the action, unless the consent specifies a later effective date.

**3.2 Use of Communications Equipment.** Meetings of the shareholders, the Board of Directors and committees of the Board may be effectuated by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other during the meeting. Participation by such means shall constitute presence in person at such meeting.

**3.3 Oral, Written and Electronic Notice.** Terms used in this Bylaw shall be as defined in the WBCA.

Oral notice may be communicated in person or by telephone, wire or wireless equipment that does not transmit a facsimile of the notice. Oral notice is effective when communicated if communicated in a comprehensible manner.

Written notice may be transmitted by mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice and provides the transmitter with an electronically generated receipt. Written notice is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the U.S. mail if mailed with first-class postage, to the address as it appears on the current records of the Corporation; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Written notice to a shareholder is effective (a) when mailed, if mailed with first class postage prepaid; and (b) when dispatched, if prepaid, by air courier.

Notices to directors and shareholders from the Corporation and from directors and shareholders to the Corporation may be provided in an electronic transmission which contains or is accompanied by information from which it can be reasonably verified that the transmission was authorized by the shareholder or by the shareholder's attorney-in-fact. Subject to contrary provisions in the WBCA, notice to shareholders or directors in an electronic transmission shall be effective only with respect to shareholders and directors that have consented, in the form of a record, to receive electronically transmitted notices and that have designated in the consent the address, location, or system to which these notices may be electronically transmitted and with respect to a notice that otherwise complies with any other requirements of the WBCA and any applicable federal law. A shareholder or director who has consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the Corporation in the form of a record. The consent of any shareholder or director is revoked if (a) the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and (b) this inability becomes known to the Secretary, the transfer agent, or any other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

## ARTICLE IV

### Officers

**4.1 Positions.** The officers of the Corporation may consist of a Chairman, a Chief Executive Officer, a President, one or more Vice Presidents (who may be designated as Corporate Vice Presidents, Senior Vice Presidents, Executive Vice Presidents or Group Vice Presidents), a Secretary and a Treasurer as appointed by the Board of Directors or the Chief Executive Officer. The Corporation

may have such additional or assistant officers (sometimes referred to as "additional officers") as the Board of Directors, Chief Executive Officer or Chief Operating Officer may deem necessary for its business and may appoint from time to time. The Board of Directors shall also have the authority, but shall not be required, to designate officers as the Chief Operating Officer, the Chief Financial Officer or similar such titles. Any two or more offices may be held by the same person.

If a director/officer has not been designated as Chairman, or if the designated Chairman is not present at a meeting, the Board of Directors shall elect a Chairman from amongst its members to serve as Chairman of the Board of Directors for such meeting. The Chairman shall preside at all meetings of the Board of Directors, and shall have such other powers as the Board may determine.

**4.2 Appointment and Term of Office.** The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the shareholders. If officers are not appointed at such meeting, such appointment shall occur as soon as possible thereafter, or may be left vacant. Each officer shall hold office until a successor shall have been appointed and qualified or until said officer's earlier death, resignation, or removal.

**4.3 Authority and Duties of the Chief Executive Officer.** The Chief Executive Officer shall have general charge and supervision of the business of the Corporation, shall see that all orders, actions and resolutions of the Board of Directors are carried out, and shall have such other authority and shall perform such other duties as set forth in these Bylaws or, to the extent consistent with the Bylaws, such other authorities and duties as prescribed by the Board.

**4.4 Authority and Duties of Other Officers.** Each officer other than the Chief Executive Officer shall have the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with the Bylaws, the duties prescribed by the Board of Directors, by the Chief Executive Officer, or by an officer authorized by the Board to prescribe the duties of such officer. Any designation of duties by the Chief Executive Officer or other officer shall be subject to review by the Board of Directors but shall be in full force and effect in the absence of such review.

**4.5 Compensation and Contract Rights.** The Board of Directors shall have authority (a) to fix the compensation, whether in the form of salary, bonus, stock options or otherwise, of all officers and employees of the Corporation, either specifically or by formula applicable to particular classes of officers or employees, and (b) to authorize officers of the Corporation to fix the compensation of subordinate employees. The Board of Directors shall have authority to appoint a Compensation Committee and may delegate to such committee any or all of its authority relating to compensation. The appointment of an officer shall not of itself create contract rights.

**4.6 Resignation or Removal.** Any officer of the Corporation may resign at any time by giving notice to the Board of Directors or the Corporation. Any such resignation is effective when the notice is given, unless the notice specifies a later date, and shall be without prejudice to the contract rights, if any, of such officer.

The Board of Directors, by majority vote of the entire Board, may remove any officer or agent, with or without cause. An officer or assistant officer, if appointed by another officer, may also be removed by any officer authorized to appoint officers or assistant officers. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

**4.7 Vacancies.** If any office becomes vacant by any reason, the directors may appoint a successor or successors who shall hold office for the unexpired term or leave such office vacant.

## ARTICLE V

### Certificates of Shares and Their Transfer

**5.1 Issuance; Certificates of Shares.** No shares of the Corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the maximum number of shares to be issued, the consideration to be received, and a statement that the Board of Directors considers the consideration to be adequate. Shares may but need not be represented by certificates. Certificates for shares of the Corporation shall be in such form as is consistent with the provisions of the WBCA or the law of a predecessor corporation and after the effective date of these Bylaws shall state:

- a. The name of the Corporation and that the Corporation is organized under the laws of the State of Washington;
- b. The name of the person to whom issued; and
- c. The number and class of shares and the designation of the series, if any, which such certificate represents.

The certificate shall be signed by original or facsimile signature of two officers of the Corporation, and the seal of the Corporation may be affixed thereto.

**5.2 Rules and Regulations Concerning the Issue, Transfer and Registration of Shares.** The Board of Directors shall have power and authority to make all such rules and regulations as the Board may deem proper or expedient concerning the issue, transfer and registration of shares of stock. In case of the loss, mutilation, or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms as the Board of Directors shall authorize. The Board of Directors shall have power and authority to appoint from time to time one or more transfer agents and registrar of the shares of stock.

**5.3 Shares without Certificates.** The Board of Directors may authorize the issue of some or all of the shares without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required on certificates by the WBCA.

## ARTICLE VI

### Books and Records

**6.1 Books of Accounts, Minutes, and Share Register.** Except as otherwise provided by law the Corporation:

- a. Shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board exercising the authority of the Board on behalf of the Corporation;
- b. Shall maintain appropriate accounting records;
- c. Or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each; and
- d. Shall keep a copy of the following records at its principal office:
  - (1) The Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
  - (2) The Bylaws or Restated Bylaws and all amendments to them currently in effect;
  - (3) The minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three (3) years;
  - (4) Its financial statements for the past three (3) years, including balance sheets showing in reasonable detail the financial condition of the

Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;

(5) All communications to shareholders generally within the past three (3) years;

(6) A list of the names and business addresses of its current directors and officers; and

(7) Its most recent annual report delivered to the Secretary of State of Washington.

**6.2 Copies of Resolutions.** Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or shareholders, when certified by the Secretary, an assistant secretary, or other officer authorized by the Board.

As amended February 14, 2003.

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### Microsoft Executives

## Microsoft PressPass – Microsoft Board of Directors



**Steve Ballmer**

Chief Executive Officer



**James I. Cash Jr., Ph.D.**

Former James E. Robison Professor, Harvard Business School



**Dina Dublon**

Former Chief Financial Officer, JPMorgan Chase



**Bill Gates**

Chairman of the Board and Chief Software Architect



**Raymond V. Gilmartin**

Former Chairman, President and Chief Executive Officer, Merck & Co., Inc.



**Ann McLaughlin Korologos**

Chairman, RAND Corporation; Chairman Emeritus, The Aspen Institute; Senior Advisor, Benedetto, Gartland & Co. Inc.



**David F. Marquardt**



**Charles H. Noski**



**Helmut Panke**

### Microsoft Resources

- [Microsoft Corporation Corporate Governance Guidelines](#)
- [Antitrust Compliance Committee Charter](#)
- [Microsoft Audit Committee Charter and Checklist](#)
- [Compensation Committee Charter](#)
- [Governance and Nominating Committee Charter](#)
- [Finance Committee Charter](#)

General  
Partner,  
August  
Capital

Former Vice  
Chairman,  
AT&T  
Corporation

Chairman of  
the Board of  
Management,  
BMW AG



**Jon A.  
Shirley**

Former  
President and  
Chief  
Operating  
Officer,  
Microsoft

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The table below provides current membership and meeting information for each of the Board committees for the fiscal year. Committee memberships changed during the fiscal year. Following the election of directors at the Company's annual meeting in November 2003, Mr. Shirley stepped down from and Mr. Noski was appointed to the Audit Committee, Mrs. Korologos stepped down from and Mr. Noski was appointed to the Finance Committee, Mr. Gilmartin stepped down from and Dr. Panke was appointed to the Compensation Committee, and Dr. Cash stepped down from and Mr. Marquardt was appointed to the Governance and Nominating Committee.

Name	Audit	Compensation	Finance	Governance & Nominating	Antitrust Compliance
Mr. Gates					
Mr. Ballmer					
Dr. Cash	X				X*
Mr. Gilmartin				X*	X
Ms. Korologos		X*			X
Mr. Marquardt			X	X	
Mr. Noski	X		X		
Dr. Panke		X			
Mr. Reed	X*	X			
Mr. Shirley			X*		
Total meetings in fiscal year 2003	8	6	4	3	4

\* Committee Chairperson



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Microsoft Executives

# Microsoft PressPass – Microsoft Executives and Images

This page contains links to biographies of Microsoft executives. Many biographies also link to recent speeches, published writing and profiles. Organizations wishing to request speaking engagements of Microsoft executives can do so using the [Online Executive Request Form](#).

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**J Allard**

Corporate Vice President and Chief XNA Architect



**Jim Allchin**

Group Vice President, Platforms



**Brian Arbogast**

Corporate Vice President, MSN Communications Platform, MSN and Personal Services Division



**Orlando Ayala**

Senior Vice President, Small and Midmarket Solutions & Partner Group; COO, Microsoft Business



**Robert J. Bach**

Senior Vice President, Chief Xbox Officer, Home and Entertainment Division



**Steve Ballmer**

Chief Executive Officer

Recent Speeches

- [Steve Ballmer](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Bill Gates](#), [Ray Ozzie](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Will Poole](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Jeff Raikes](#), [Chris Capossela](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Kevin Johnson](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Eric Rudder](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Doug Burgum](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Pieter Knook](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Robbie Bach](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Yusuf Mehdi](#), [Blake Irvir](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Chris Liddell](#): Financial Analyst Meeting 2005 - July 28, 2005
- [Michael Hintze](#): Testimony Before U.S. House Subcommittee on Commerce, Trade and Consumer Protection: Data Security - July 28, 2005
- [Marshall Phelps](#): Testimony before U.S. Senate Subcommittee on

Solutions



**Jane Boulware**

Corporate Vice President, MSN Global Marketing



**Mike Boyle**

Corporate Vice President, Finance



**Lisa Brummel**

Corporate Vice President, Human Resources



**Doug Burgum**

Senior Vice President, Business Solutions Business Group



**Tom Burt**

Corporate Vice President and Deputy General Counsel, Litigation Group



**Tom Button**

Corporate Vice President (On leave)



**Brent Callinicos**

Corporate Vice President, Worldwide Licensing and Pricing



**Chris Capossela**

Corporate Vice President, Information Worker Product Management Group



**Debra Chrapaty**

Corporate Vice President, MSN Operations



Intellectual Property - Ji 26, 2005

- **Bill Gates:** Microsoft Research Faculty Summit 2005 - July 18, 2005
- **Steve Ballmer:** Microsoft Worldwide Partner Conference 2005 - July 10, 2005
- **Paul Flessner:** Tech•Ed 2005 Keynote - June 7, 2005
- **Rick Rashid:** MobiSys 2005 - June 6, 2005
- **Steve Ballmer:** Microsoft Tech•Ed 2005 - June 6, 2005
- **Bill Gates:** CEO Summit 2005 - May 19, 2005
- **Robbie Bach, J Allard, Peter Moore:** Electronic Entertainment Expo (E3 2005) - May 16, 2005
- **Steve Ballmer:** Microsoft Corporation and Sun Microsystems Inc. Press Conference - May 13, 2005
- **Steve Ballmer:** Stanford University - May 12, 2005
- **Bill Gates:** Microsoft Mobile & Embedded Devices Developer Conference - May 10, 2005
- **Robbie Bach:** New York Times Breakfast with Microsoft - April 27, 2005
- **Bill Gates:** Microsoft Government Leaders Forum Americas - April 27, 2005
- **Gates, Rick Rashid:** Library of Congress Panel Discussion - Microsoft Research Tech Fair - April 27, 2005
- **Steve Ballmer:** Microsoft Government Leaders Forum - April 25, 2005
- **Bill Gates:** Windows Hardware Engineering Conference (WinHEC) 2005 - April 25, 2005
- **Ron Markezich:** Microsoft Management Summit 2005 - April 21, 2005
- **Paul Mitchell:** Testimony before U.S. House

**Tanya Clemons**  
Corporate Vice President, People and Organizational Capability



**Jean-Philippe Courtois**  
President, Microsoft International



**Suzan DeBene**  
Corporate Vice President of Marketing, Mobile and Embedded Devices Division



**Rick Devenuti**  
Senior Vice President, Microsoft Services & IT

**David Cole**  
Senior Vice President, MSN and Personal Services Group



**Alain Crozier**  
Corporate Vice President and CFO, Sales, Marketing and Services Group



**Michael Delman**  
Corporate Vice President, Global Marketing Communications Group



**Scott Di Valerio**  
Corporate Vice President, Finance and Administration, Chief Accounting Officer

**Rodrigo Costa**  
Corporate Vice President, OEM Division



**Kurt DeBene**  
Corporate Vice President, Office Server Group of Microsoft Office System



**Jon DeVaan**  
Senior Vice President, Engineering Strategy

Subcommittee on Telecommunications and the Internet - April 20, 2005

- Steve Ballmer: Microsoft Management Summit - April 20, 2005
- Kirill Tatarinov: Microsoft Management Summit 2005 - April 19, 2005



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Corporate Vice President, Worldwide Public Sector



**Paul Flessner**

Senior Vice President, Server Applications



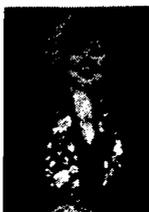
**Bill Gates**

Chairman of the Board and Chief Software Architect



**Grant George**

Corporate Vice President, Office - Testing and Operations



**Judy Gibbons**

Corporate Vice President, MSN Global Sales and Marketing



**Anoop Gupta**

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**Bob Herbold**

Executive Vice President

Corporate Vice President for Technical Computing



**Neil Holloway**

President of Microsoft Europe, Middle East and Africa



**Todd Holmdahl**

Corporate Vice President, Xbox Product Group



**Darren Huston**

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**Blake Irving**

Corporate Vice President, MSN Communication Services and Member Platform Group



**Bruce Jaffe**

Corporate Vice President and CFO, MSN



**Kevin Johnson**

Group Vice President, Worldwide Sales, Marketing and Services



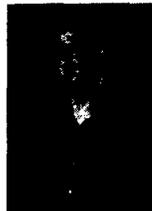
**Chris Jones**

Corporate Vice President, Windows Core Operating System Program Management



**Richard Kaplan**

Corporate Vice President, Security Business & Technology Unit



**Jawad Khaki**

Corporate Vice President, Windows Networking & Device Technologies

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**Pieter Knook**

Senior Vice President, Mobile and Embedded Devices Division and Communications Sector Business



**Mitchell L. Koch**

Corporate Vice President, Worldwide Retail Sales and Marketing, Home and Retail Division



**Ted Kummert**

Corporate Vice President, Business Process and Integration Division



**Antoine Leblond**

Corporate Vice President, Office Program Management Office Shared Services



**Bryan Lee**

Corporate Vice President and Chief Financial Officer, Home and Entertainment Group



**Andrew Lees**

Corporate Vice President, Server and Tools Marketing



**Lewis Levin**

Corporate Vice President, Office Business Applications



**Danl Lewin**

Corporate Vice President, .NET Business Development



**Moshe Lichtman**

Corporate Vice President, Microsoft TV Division



**Christopher**



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**Daniel T. Ling**

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**Liddell**  
Chief Financial  
Officer

Corporate Vice  
President, MSN  
Communication  
Services and  
Member  
Platform Group

Corporate  
Vice  
President,  
Research

Subcommittee on  
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**Gordon Mangione**

Corporate Vice President, Security Business & Technology Unit



**Ron Markezich**

Chief Information Officer



**Maria Martinez**

Corporate Vice President, Communications Sector



**Mich Mathews**

Senior Vice President, Central Marketing Group



**Richard McAniff**

Corporate Vice President, Microsoft Office

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Senior Vice President, MSN Information Services



**Bill Mitchell**  
Corporate Vice President, Mobile Platform Division



**Lori Moore**  
Corporate Vice President, Customer Service and Support



**Peter Moore**  
Corporate Vice President, Worldwide Marketing and Publishing, Xbox



**Bob Muglia**  
Senior Vice President, Windows Server Division



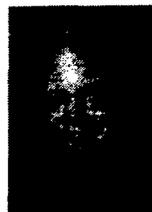
**Craig Mundie**  
Senior Vice President, Chief Technical Officer, Advanced Strategies and Policy



**Satya Nadella**  
Corporate Vice President, Microsoft Business Solutions



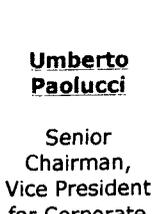
**Mike Nash**  
Corporate Vice President, Security Business & Technology Unit



**Ray Ozzie**  
Chief Technical Officer



**Gurdeep Singh Pall**



**Umberto Paolucci**  
Senior Chairman, Vice President for Corporate and Government Strategy, Microsoft



**Sanjay Parthasarathy**  
Corporate Vice

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EMEA

President, Developer & Platform Evangelism Group

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Corporate Vice President, Microsoft Office Authoring Services



**Christopher Payne**

Corporate Vice President, MSN Search & Shopping



**Marshall Phelps**

Corporate Vice President and Deputy General Counsel, Intellectual Property



**Will Poole**

Senior Vice President, Windows Client Business

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Group Vice President, Information Worker Business



**Rick Rashid**  
Senior Vice President, Research



**Michael Rawding**  
President & CEO, Microsoft Co. Ltd., Japan; Corporate Vice President



**Tami Reller**  
Corporate Vice President, Business Solutions Marketing Group



**Brian Roberts**  
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Senior Vice President, Servers and Tools

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**Robert Short**  
Corporate Vice President, Windows Core Technology



**G. Michael Sievert**  
Corporate Vice President, Windows Product Management



**Steven Sinofsky**  
Senior Vice President, Office



**Brad Smith**  
Senior Vice President, General Counsel, Corporate Secretary, Law & Corporate Affairs



**Mary E. Snapp**  
Corporate Vice President, Deputy General Counsel Law and Corporate Affairs Department



**S. Somasegar**  
Corporate Vice President, Developer Division



**Lindsay Sparks**  
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**Amitabh Srivastava**  
Corporate Vice President, Windows Core Operating System Development



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**Charles Stevens**

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**Rick Thompson**

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**Brian Valentine**

Senior Vice President, Windows Core Operating System Division



**David Vaskevitch**

Senior Vice President, Chief Technical Officer, Business Platform



**Bill Veghte**

Corporate Vice President, North America

**Bernard Vergnes**

Senior Vice President and Chairman Emeritus, Microsoft Europe, Middle East and Africa (EMEA)



**Henry P. Vigil**

Senior Vice President, Consumer Strategy and Partnerships

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Corporate Vice President, Devices, Services and eXperience Group



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**Ya-Qin Zhang**

Corporate Vice President, Mobile and Embedded Devices Division



**George Zinn**

Corporate Vice President and Treasurer

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