

Proposal [4] – Expand Shareholder Ability to Call a Special Shareholder Meeting

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the standard closest to 10% permitted by state law). This proposal does not impact our board's current power to call a special meeting.

Scores of Fortune 500 companies allow 10% of shares to call a special meeting. Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. Verizon shareholders gave 49%-support to this proposal topic in 2017. This 49%-vote would have been more than 50% if small shareholders had the same access to corporate governance information as large shareholders.

A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle.

More than 100 Fortune 500 companies provide for shareholders to call a special meeting and to act by written consent. We have no right to act by written consent – hence the greater need to expand the right to call a special meeting at Verizon.

Now is a good time to adopt this proposal topic since our stock price has been dead-money since late 2016. It is disturbing that according to EDGAR on June 8, 2015 our management took action to expand the powers of management and restrict the right of shareholders at our annual meeting. This shows that during times of mediocre stock price performance our top management is focused on diminishing the role of shareholders.

Any claim that a shareholder right to call a special meeting can be costly – may be largely moot. When shareholders have a good reason to call a special meeting – our board should be able to wake up and take positive responding action to make a special meeting unnecessary.

Please vote yes:

Expand Shareholder Ability to Call a Special Shareholder Meeting – Proposal [4]

[The line above is for publication.]

Kenneth Steiner,

sponsors this proposal.

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

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Exhibit B

Revised Proposal

Weber, Mary Louise (Mary Louise Weber)

From: *** >
Sent: Tuesday, November 21, 2017 11:19 AM
To: Weber, Mary Louise (Mary Louise Weber)
Cc: Kahney, Dana C; Shipman, Karen M.; Ardissonne, Joanne
Subject: [E] Rule 14a-8 Proposal (VZ)`
Attachments: CCE21112017_2.pdf

Dear Ms. Weber,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company.

Sincerely,

John Chevedden

Kenneth Steiner

Mr. William Horton
Corporate Secretary
Verizon Communications Inc. (VZ)
1095 Avenue of the Americas
New York, NY 10036
PH: 212-395-1000
PH: 908-559-5561

REVISED 21 NOV 2017

Dear Mr. Horton,

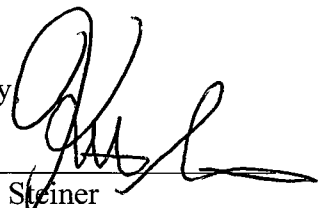
I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to

Sincerely,


Kenneth Steiner

10-6-17
Date

cc: Dana C. Kahney <dana.kahney@verizon.com>
Asst. Corporate Secretary
Mary Louise Weber <mary.l.weber@verizon.com>
Assistant General Counsel
PH: 908-559-5636
FX: 908-696-2068
Karen Shipman <Karen.Shipman@VerizonWireless.com>
Joanne Ardissonne <joanne.f.ardissone@verizon.com>

[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting Improvement

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the standard closest to 10% permitted by state law). This proposal does not impact our board's current power to call a special meeting.

Scores of Fortune 500 companies allow 10% of shares to call a special meeting. Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. Verizon shareholders gave 49%-support to this proposal topic in 2017. This 49%-vote would have been more than 50% if small shareholders had the same access to analytical corporate governance information as large shareholders.

A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle.

More than 100 Fortune 500 companies provide for shareholders to call a special meeting and to act by written consent. We have no right to act by written consent – hence the greater need to improve the right to call a special meeting at Verizon.

Now is a good time to adopt this proposal topic since our stock price has been dead-money for 5-years. It is disturbing that according to EDGAR on June 8, 2015 our management took action to restrict the rights of shareholders at our annual meetings. This shows that during times of mediocre stock price performance our top management is distracted with trying to diminish the role of shareholders.

Any claim that a shareholder right to call a special meeting can be costly – may be largely moot. When shareholders have a good reason to call a special meeting – our board should be able to wake up and take positive responding action to make a special meeting unnecessary.

Please vote to enhance management accountability to shareholders:

Special Shareholder Meeting Improvement – Proposal [4]

[The line above is for publication.]

Kenneth Steiner,

sponsors this proposal.

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email [^{***}].