

Corporate Governance

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VIA EMAIL: shareholderproposals@sec.gov
Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

July 24, 2020

Re: ResMed (RMD)

To Whom It May Concern:

This is in response to a July 17, 2020 letter by Jacob D. Steel of Latham & Watkins, acting as an agent of ResMed Inc. (the "Company" or "ResMed). I (James McRitchie) am writing on behalf of the shareholder, my wife Myra Young.

If the Company is willing to discuss the issues, I think we can easily reach agreement. Therefore, I ask the SEC to delay making any decision to allow both parties a reasonable amount of time to work out small differences discussed below.

As I wrote the proposal, "the Supreme Court recognized the need for public disclosure in its 2010 *Citizens United* decision, which said, [d]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

Judge Kennedy assumed this information was already readily available to shareholders. However, not many ResMed shareholders will be reading a no-action request submitted to the SEC, so many will assume our Company may be hiding substantial political contributions. It appears ResMed is hiding very little; they just have not made that fact public. Ms. Young would be happy to withdraw her proposal if ResMed is willing to make the requested disclosures discussed below, which were raised in the Board Analysis.

History and Policy Regarding Direct Contributions: ResMed has not made contributions to any candidate for public office, to any political party or to influence the general public with respect to any elections or referendums since its \$2,500 contribution for a commemorative function hosted by the Republican Party in March 2016 and has no intention of making any such contributions in the future. ResMed's Code of Business Conduct and Ethics ("Code of Conduct") prohibits using ResMed funds or assets to make political contributions and prohibits employees from making political contributions on behalf of ResMed unless the contribution has been approved in advance by the Chief Executive Officer and is subject to review by ResMed's Global General Counsel (applicable section of the Code of Conduct is attached hereto as Exhibit B). No such approval has been granted since March 2016.

Response: The first sentence alone would be considered full disclosure of direct contributions (disclosing that no funds were spent) if posted on the company website. Although the policy of no contributions without advance approval of the CEO has essentially meant a prohibition for the company, shareholders have no way of knowing if the CEO has or has not approved such contributions. If the company discloses the above and adds something like “Should any election-related contributions be approved in the future, ResMed would disclose such contributions on its website,” that would satisfy the proposal’s request regarding direct contributions.

History and Policy Regarding Indirect Contributions: ResMed does not make any indirect contributions for the purpose of supporting a candidate for public office or a referendum or for influencing legislation or public affairs. ResMed does not have a political action committee (“PAC”), does not intend to create a PAC and does not use ResMed funds or assets to contribute to any PAC or tax-exempt social welfare organization described in Internal Revenue Code Section 501(c)(4). Additionally, ResMed does not employ, consult with or otherwise make payments to any person for purpose of influencing an election, referendum or legislation.

Response: If the company posted the above text it would be treated as a prohibition of contributions to other tax-exempt groups such as 501(c)(4)s and would take care of half of the proposal’s request regarding indirect contributions (the other half being trade association disclosures, discussed below).

Trade Association - Lack of Political Activities: After receiving the Proposal, ResMed sent requests to 95 Trade Associations of which it has been a member or contributed to (only 29 of which are located in the United States) to inquire about their current and prior political contributions and electioneering activities conducted with their assets and funds paid in membership dues. Among the 68 Trade Associations that responded to the request as of July 15, 2020 (including each of the 13 Trade Associations to which ResMed made payments of \$35,000 or more during the fiscal year ended June 30, 2019), all but one indicated that their assets and funds from membership dues had not been used to directly or indirectly participate in any campaign on behalf of or in support of any candidate, political party or political action committee within the prior five years and the one Trade Association that did engage in these activities made very minimal contributions.

Response: It is great to learn of ResMed’s outreach regarding its Trade Association memberships. Since only one trade association reported that any dues were used for election-related purposes, the Company would only need to disclose its membership in that one trade association and the portion of the Company’s payments that went to non-deductible (or more specifically, election-related) purposes. Further, in the future, the Company could limit the Associations surveyed to those receiving \$50,000 or more annually from the Company. Then among those memberships, ResMed would only need to disclose the nondeductible/election-related portions of payments for those that had such activities. That would satisfy the proposal’s request for Trade Association disclosures.

Since ResMed seems to have little invested in election-related spending by its Trade Associations, our Company should consider a very simple method for compliance that other companies are taking, according to the Center for Political Accountability. Prohibit its Trade Associations from using Company dollars for election-related activity. This can be done by sending a letter with each payment or periodically stating, "use of any portion of the enclosed funds for election-related purposes is prohibited." Such a policy is treated by the CPA-Zicklin Index as a prohibition. Such action earns full credit and would also satisfy the Trade Association disclosure requests of the proposal.

Here's an example of what Becton, Dickinson and Company posted on its website (<https://investors.bd.com/static-files/07fa1b1f-838d-4e8d-ac44-123ef19424c9>):

We have informed our major U.S. trade associations and relevant 501(c)(4) organizations that they are prohibited from applying any BD funds to support contributions to any U.S. federal or state candidate, political party, ballot measure or referendum campaign.

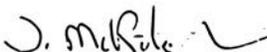
Here's an example of language Boeing posted on its website (<https://www.boeing.com/company/key-orgs/government-operations/>):

Furthermore, it is Boeing's practice and policy to prohibit outside organizations such as trade associations from using Boeing's funds for any election-related political expenditure. Boeing has requested and received written assurance of adherence to that policy by its largest trade associations. Boeing continues to communicate its policy to other groups with which it is associated, in order to prevent the use by such groups of Boeing's corporate funds for election-related political purposes.

Conclusion

As you will understand from the above, meeting the disclosure requests of the proposal would be very easy for ResMed. Our Company is almost there already. I would be pleased to respond to Staff questions but would be even more pleased to reach a quick agreement with ResMed, if they are open to engagement. You can reach me directly by e-mailing jm@corpgov.net.

Sincerely,


James McRitchie
Shareholder Advocate


Myra K. Young
ResMed Shareholder

cc: David Pendaris, ResMed
Mr. Dan Carroll <dcarroll@politicalaccountability.net>

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July 17, 2020

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

Re: **ResMed Inc.**
Stockholder Proposal of Myra K. Young
Securities Exchange Act of 1934 — Rule 14a-8

Ladies and Gentlemen:

This letter is submitted on behalf of ResMed Inc. (“**ResMed**”) pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. ResMed has received a stockholder proposal and submission letter (attached hereto as Exhibit A, the “**Proposal**”) from John Chevedden on behalf of Myra K. Young (the “**Proponent**”) for inclusion in the proxy materials for ResMed’s 2020 annual meeting of stockholders (the “**Proxy Materials**”). ResMed hereby advises the staff of the Division of Corporation Finance (the “**Staff**”) that it intends to exclude the Proposal from its 2020 Proxy Materials. ResMed respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “**Commission**”) if ResMed excludes the Proposal pursuant to Rule 14a-8(i)(5), as the Proposal relates to operations that are not economically significant or otherwise significantly related to ResMed’s business.

By copy of this letter, we are advising the Proponent of ResMed’s intention to exclude the Proposal. In accordance with Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008), we are submitting by electronic mail (i) this letter, which sets forth our reasons for excluding the Proposal; and (ii) the Proponent’s letter submitting the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter not less than 80 days before ResMed intends to file its Proxy Materials.

I. THE STOCKHOLDER PROPOSAL.

The Proposal submitted for inclusion in the Proxy Materials provides in part as follows:

Resolved: Shareholders of ResMed Inc. (“ResMed” or “Company”) hereby request that our Company provide a report, updated semiannually, disclosing the Company’s:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. the title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company’s website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

II. BASIS FOR EXCLUSION.

ResMed intends to exclude this Proposal from its Proxy Materials and respectfully requests that the Staff concur that ResMed may exclude the Proposal on the following grounds.

Rule 14a-8(i)(5) – The Proposal may be excluded because it relates to operations that are not economically significant and is not otherwise significantly related to ResMed’s business.

Rule 14a-8(i)(5) provides that a company may exclude a stockholder proposal “[i]f the proposal relates to operations which account for less than 5 percent of the company’s total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company’s business.” In Staff Legal Bulletin No. 14I (Nov. 1, 2017) (“*SLB 14I*”), the Staff examined its historic approach to interpreting Rule 14a-8(i)(5) and determined that the Staff’s prior “application of Rule 14a-8(i)(5) ha[d] unduly limited the exclusion’s availability because it ha[d] not fully considered the second prong of the rule as amended in 1982 – the question of whether the proposal ‘deals with a matter that is not significantly related to the issuer’s business’ and is therefore excludable.” Accordingly, the Staff noted that, going forward, it “will focus, as the rule directs, on a proposal’s significance to the company’s business when it otherwise relates to operations that account for less than 5% of total assets, net earnings and gross sales.” *Id.*

A. *The Proposal Relates to Operations that Account for Less Than Five Percent of Each of ResMed's Total Assets, Net Earnings and Gross Sales.*

ResMed's total assets, gross sales and net earnings for the fiscal year ended June 30, 2019 (ResMed's most recently ended full fiscal year for which data is publicly available) were approximately \$4.1 billion (total assets), \$2.6 billion (net revenue) and \$404 million (net income), respectively. In the prior fiscal year ResMed made no direct political contributions and in the prior five fiscal years ResMed made a single direct political contribution of \$2,500 in March 2016.¹ In the prior five fiscal years, ResMed also has not made any "indirect" political contributions to organizations for the specific purposes outlined in the Proposal. Arguably, ResMed's only indirect political contributions would be through its membership in various business, scientific and industry organizations ("**Trade Associations**") many of which help promote the social and economic benefits of sound science and entrepreneurial enterprise. Although ResMed would not consider the amounts paid to these Trade Associations as indirect political contributions, the aggregate dollar value of these Trade Association payments by ResMed in the fiscal year ended June 30, 2019, which year experienced the largest aggregate payments in at least the past three fiscal years, was approximately \$2.4 million, equaling approximately 0.05% of ResMed's total assets, 0.11% of ResMed's net revenue, and 0.54% of ResMed's net income for that fiscal year, which is far below the minimum five percent threshold needed for the Proponent to demonstrate economic significance.

ResMed's financial statements for the fiscal year ended June 30, 2020 are not yet available, but measuring economic significance using only the first three quarters of ResMed's most recent fiscal year, where total assets as of March 31, 2020 increased to approximately \$4.5 billion, net revenues were approximately \$2.1 billion, and net income increased to approximately \$444 million, ResMed's aggregate Trade Association payments are expected to be even less economically significant for the fiscal year ended June 30, 2020 than it was for June 30, 2019. Additionally, even if the Proposal is evaluated based on any of ResMed's prior five fiscal years, ResMed has only made a singular direct political contribution of \$2,500 during this timeframe,² and in none of the past five fiscal years has the aggregate dollar value of Trade Association payments by ResMed exceeded 0.06% of ResMed's total assets, 0.1% of ResMed's net revenue, and 0.6% of ResMed's net income for the applicable fiscal year.

¹ ResMed notes that the Proposal specifically states that the scope of the Proposal, "does not encompass lobbying spending." As such, ResMed does not include any expenditures on any lobbying activities in this analysis.

² As disclosed in ResMed's *Report on Environment, Social and Governance Issues* 16 (Dec. 2017), available at https://s2.q4cdn.com/231003812/files/doc_downloads/esg/ESG2017-Final.pdf (applicable disclosure is attached as **Exhibit C** hereto), ResMed made a single contribution of \$2,500 for a commemorative function hosted by the Republican Party, which occurred in March 2016.

B. The Proposal is Not Otherwise Significantly Related to ResMed's Business.

As previously mentioned, in SLB 14I the Staff determined that its prior “application of Rule 14a-8(i)(5) ha[d] unduly limited the exclusion’s availability because it ha[d] not fully considered . . . the question of whether [a] proposal ‘deals with a matter that is not significantly related to the issuer’s business’ and is therefore excludable.” The Staff went on to explain that this analysis is “dependent upon the particular circumstances of the company to which the proposal is submitted,” and that “[w]here a proposal’s significance to a company’s business is not apparent on its face, [it] may be excludable unless the proponent demonstrates that it is ‘otherwise significantly related to the company’s business.’” *Id.* It continues, stating that a “proponent could continue to raise social or ethical issues in its arguments, but it would need to tie those to a significant effect on the company’s business.” *Id.* The Staff also noted that determining whether a proposal is “otherwise significantly related to the company’s business” may involve “difficult judgement calls” and that a company’s “board of directors is generally in a better position to determine.” *Id.* Additionally, in Staff Legal Bulletin No. 14J (Oct. 23, 2018) the Staff indicated that “a well-developed discussion of the board’s analysis of whether the particular policy issue raised by the proposal is otherwise significantly related to the company’s business . . . can assist the staff in evaluating a company’s no-action request.” The Staff added that a board analysis is particularly helpful in “the case where the significance of a particular issue to a particular company and its shareholders may depend on factors that are not self-evident and that the board may be well-positioned to consider and evaluate.” *Id.* The Staff has previously concurred with the exclusion of stockholder proposals where a committee of the company’s board of directors provided the analysis in place of the entire board of directors. *See e.g. Marriot International, Inc.* (Mar. 13, 2020) (stating that the “Board of Directors’ Nominating and Corporate Governance Committee’s analysis was dispositive to the staff’s ability to grant relief under Rule 14a-8(i)(5)”).

Board Analysis

ResMed’s Nominating and Governance Committee of its board of directors (the “***Committee***”), is regularly updated on ResMed’s operations and also oversees matters related to ResMed’s corporate governance. The Committee is responsible for reviewing stockholder proposals and determining ResMed’s response. At a meeting of the Committee after receipt of the Proposal, the Committee considered and analyzed the Proposal with input from ResMed’s management. After hearing the presentation and considering the information presented, the Committee concluded that the Proposal was not significantly related to ResMed’s business.

In reaching this conclusion, the Committee considered the following:

- **History and Policy Regarding Direct Contributions:** ResMed has not made contributions to any candidate for public office, to any political party or to influence the general public with respect to any elections or referendums since its \$2,500 contribution for a commemorative function hosted by the Republican Party in March 2016 and has no intention of making any such contributions in the future. ResMed’s Code of Business Conduct and Ethics (“***Code of Conduct***”) prohibits using ResMed funds or assets to make political contributions and prohibits employees from making political contributions on behalf of

ResMed unless the contribution has been approved in advance by the Chief Executive Officer and is subject to review by ResMed's Global General Counsel (applicable section of the Code of Conduct is attached hereto as Exhibit B). No such approval has been granted since March 2016. This extremely limited history of direct political contributions indicates that such activities are not significant to ResMed's business.

- **History and Policy Regarding Indirect Contributions:** ResMed does not make any indirect contributions for the purpose of supporting a candidate for public office or a referendum or for influencing legislation or public affairs. ResMed does not have a political action committee ("**PAC**"), does not intend to create a PAC and does not use ResMed funds or assets to contribute to any PAC or tax-exempt social welfare organization described in Internal Revenue Code Section 501(c)(4). Additionally, ResMed does not employ, consult with or otherwise make payments to any person for purpose of influencing an election, referendum or legislation. Further, ResMed's Code of Conduct specifically prohibits pressuring employees to make political contributions or reimbursing employees for political contributions. This lack of indirect political contributions indicates that such activities are also not significant to ResMed's business.
- **Aggregate Cost of Trade Association Payments is Insignificant:** Even if all Trade Association payments worldwide are aggregated together and considered indirect political expenditures, the aggregate amount paid by ResMed equaled approximately 0.54% of ResMed's annual net income for the fiscal year ended June 30, 2019 and has not exceeded 0.6% of ResMed's annual net income for any of the prior five fiscal years. Over the same five year period, these Trade Association payments have accounted for even smaller percentages of ResMed's net revenues and total assets. Thus, ResMed's payments to Trade Associations are economically insignificant to ResMed.
- **Trade Association - Lack of Political Activities:** After receiving the Proposal, ResMed sent requests to 95 Trade Associations of which it has been a member or contributed to (only 29 of which are located in the United States) to inquire about their current and prior political contributions and electioneering activities conducted with their assets and funds paid in membership dues. Among the 68 Trade Associations that responded to the request as of July 15, 2020 (including each of the 13 Trade Associations to which ResMed made payments of \$35,000 or more during the fiscal year ended June 30, 2019), all but one indicated that their assets and funds from membership dues had not been used to directly or indirectly participate in any campaign on behalf of or in support of any candidate, political party or political action committee within the prior five years and the one Trade Association that did engage in these activities made very minimal contributions.³ The responding Trade Associations represent more than 80% of ResMed's payments made to Trade Associations in the fiscal year ended

³ The Trade Association that responded it had engaged in political activity using funds from membership dues indicated that between January 1, 2015 and December 31, 2019 it had made contributions to support candidates, political parties or political action committees at state and local levels, where permitted by law, and that the amount of the contributions equaled approximately 0.03% of the Trade Association's total revenues over the same period.

June 30, 2019. All responding Trade Associations also indicated that they had not used assets or funds from membership dues to influence the public with respect to an election or referendum within the past five years. ResMed has not made any contributions to PACs affiliated with any Trade Associations in any of the prior five fiscal years. ResMed has also not approved or authorized any Trade Association to engage in any political activities on its behalf or made payments to Trade Associations related to engaging in the political activities covered by the Proposal. The extremely limited or nonexistent use of membership dues or assets for political activities by the Trade Associations indicates a lack of relevance, applicability, and significance of Trade Association political activity to ResMed's business. Further, any political activities by the Trade Associations would likely not be significant to ResMed from an investor or public perspective because Trade Association actions are not attributable to ResMed, but instead are attributed to the Trade Associations themselves.

- **Trade Association Membership Considerations:** It is normal practice for corporations in ResMed's industry and of ResMed's size to maintain membership in a number of Trade Associations worldwide. These Trade Associations often promote awareness of issues related to sleep apnea, chronic obstructive pulmonary disease and other respiratory conditions ResMed's products and solutions help diagnose and treat, and some also sponsor clinical research related to health conditions ResMed's products treat. The Trade Associations also engage with governments and other industry groups to promote policies and regulations that are beneficial for ResMed's patients, customers and industry. Thus, Trade Association membership in general has benefits for ResMed independent of a Trade Association's political activities. ResMed is a member of the Trade Associations for purely ordinary business purposes.
- **Lack of Stockholder Interest:** ResMed's stockholders have not previously expressed interest in the issues identified in the Proposal. Prior to receiving the Proposal, ResMed had never received a stockholder proposal regarding political contributions, Trade Association membership or similar topics. ResMed's investor relations team meets with stockholders throughout the year, and receives their feedback about ResMed. Since January 2018 (the earliest records in ResMed's current investor engagement database), ResMed's investor relations department has solicited feedback from 175 stockholders representing approximately 40% of ResMed's outstanding common stock. None of these stockholders mentioned direct or indirect political contributions, Trade Association membership or similar topics as important to their evaluation of ResMed. This lack of expressed stockholder interest indicates that stockholders generally do not view ResMed's political contributions or Trade Association memberships as significant to ResMed's business.
- **Lack of Negative Social Effects:** ResMed's singular unsubstantial direct contribution more than four years ago for a commemorative function hosted by the Republican Party, and its membership in Trade Associations, have not created negative social effects. To ResMed's knowledge, it has never been boycotted, been the subject of any negative social campaign or received complaints from customers or employees as a result of its membership in Trade Associations, or its singular 2016 direct political contribution.

- **Existing Disclosures Provide Equivalent Information:** ResMed already publicly discloses its policies regarding direct and indirect political contributions and its singular direct political contribution, the topics identified in the Proposal. ResMed’s Code of Conduct containing ResMed’s policy on political contributions is available on ResMed’s website.⁴ Additionally, ResMed’s *Report on Environment, Social and Governance Issues* (Dec. 2017) is also available on ResMed’s website⁵ and provides disclosure on a number of governance matters for the three fiscal years ended June 30, 2015, 2016 and 2017, which includes ResMed’s prior direct political contribution (applicable section of the *Report on Environment, Social and Governance Issues* is attached hereto as Exhibit C). ResMed is currently in the process of updating this report for the three fiscal years ended June 30, 2017, 2018 and 2019, which will include calculations of ResMed’s aggregate payments to Trade Associations for those years. ResMed expects this updated report to be published on ResMed’s website prior to ResMed’s annual meeting of stockholders. Although the *Report on Environment, Social and Governance Issues* is not updated semiannually as requested by the Proposal, ResMed’s existing and forthcoming disclosures and its generally non-existent political activity indicate that the report requested by the Proposal would not provide significant additional disclosure beyond what ResMed already provides.

In light of the foregoing considerations, ResMed believes the Proposal’s significance to ResMed “is not apparent on its face.” Additionally, and for the foregoing reasons, the Committee found that the Proposal is not “otherwise significant to ResMed’s business.” The Proponent has not tied the Proposal “to a significant effect on the company’s business” accordingly ResMed requests that the Staff concur that the Proposal is excludable pursuant to Rule 14a-8(i)(5) because it relates to operations that are not economically significant or otherwise significantly related to ResMed’s business.

III. CONCLUSION.

Based upon the foregoing analysis, ResMed respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from ResMed’s Proxy Materials pursuant to Rule 14a-8(i)(5), as the Proposal relates to operations that are not economically significant or otherwise significantly related to ResMed’s business.

* * * *

We would be pleased to provide any additional information and answer any questions that the Staff may have regarding this submission. If the Staff does not concur with ResMed’s position, we would appreciate an opportunity to confer with the Staff concerning this matter

⁴ Available here: https://s2.q4cdn.com/231003812/files/doc_downloads/governance/2020/06/10111415r1-Code-of-Conduct-Redesign.pdf

⁵ Available here: https://s2.q4cdn.com/231003812/files/doc_downloads/esg/ESG2017-Final.pdf

LATHAM & WATKINS LLP

prior to the determination of the Staff's final position. In addition, ResMed requests that the Proponent copy the undersigned on any response it may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (858) 523-3950 to discuss any questions you may have regarding this matter.

Very truly yours,



Jacob D. Steele
of LATHAM & WATKINS LLP

Enclosures

cc: Myra K. Young
John Chevedden
David Pendarvis, ResMed Inc.

Exhibit A

Proposal

David Pendarvis, Corporate Secretary
ResMed
9001 Spectrum Center Boulevard
San Diego, CA 92123
Phone Number: (858) 836-5000
Fax Number: (858) 836-5517
Via: david.pendarvis@resmed.com, dpendarvis@resmed.com

Dear Corporate Secretary,

I am pleased to be shareholders in ResMed Inc. (RMD) and appreciate the leadership our company has shown. However, I also believe our company has unrealized potential that can be unlocked through low or no cost corporate governance reform.

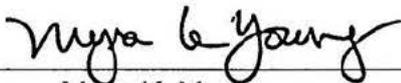
I am submitting the attached shareholder proposal for a vote at the next annual shareholder meeting requesting **Political Disclosure**. The proposal meets all Rule 14a-8 requirements, including the continuous ownership of the required stock value for over a year. I pledge to continue to hold the required amount of stock until after the date of the next shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This letter confirms that I am delegating John Chevedden to act as my agent regarding this Rule 14a-8 proposal, including its submission, negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden ***

to facilitate prompt communication. Please identify Myra K. Young as the sole proponent of the proposal exclusively.

Your consideration and the consideration of the Board of Directors is appreciated in responding to this proposal. **Please acknowledge receipt of my proposal promptly by email to**

Sincerely,



Myra K. Young

May 23, 2020

Date

cc: ir@activision.com

[RMD– Rule 14a-8 Proposal, May 23, 2020]
[This line and any line above it – *Not* for publication.]

Proposal [4*] - Political Disclosures

Resolved: Shareholders of ResMed Inc. (“ResMed” or “Company”) hereby request that our Company provide a report, updated semiannually, disclosing the Company’s:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company’s website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

Supporting Statement: As long-term shareholders of ResMed, we support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

Disclosure is in the best interest of the company and its shareholders. The Supreme Court recognized this in its 2010 *Citizens United* decision, which said, “[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages.”

However, relying on publicly available data does not provide a complete picture of the Company’s electoral spending. For example, ResMed’s payments to trade associations that may be used for election-related activities are undisclosed and unknown. This proposal asks our Company to disclose all of its electoral spending, including payments to trade associations and other tax-exempt organizations, which may be used for electoral purposes. This would bring our Company in line with a growing number of leading companies, including Salesforce.com Inc., Microsoft Corp., and Electronic Arts, Inc., which present this information on their websites.

Proposals on this topic at Alliant Energy and Cognizant Technology Solutions passed last year, despite board opposition. This year, shareholders of Centene Corporation, J.B. Hunt Transport Services, and Western Union have also passed similar proposals. The Company’s Board and shareholders need comprehensive disclosure to fully evaluate the use of corporate assets in elections. We urge your support for this critical governance reform.

Increase Long-Term Shareholder Value
Vote for Political Disclosures – Proposal [4*]
[This line and any below are *not* for publication]
Number 4* to be assigned by RMD

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

Exhibit B

Code of Conduct Section Related to Political Contributions

Code of business conduct and ethics

May 22, 2020

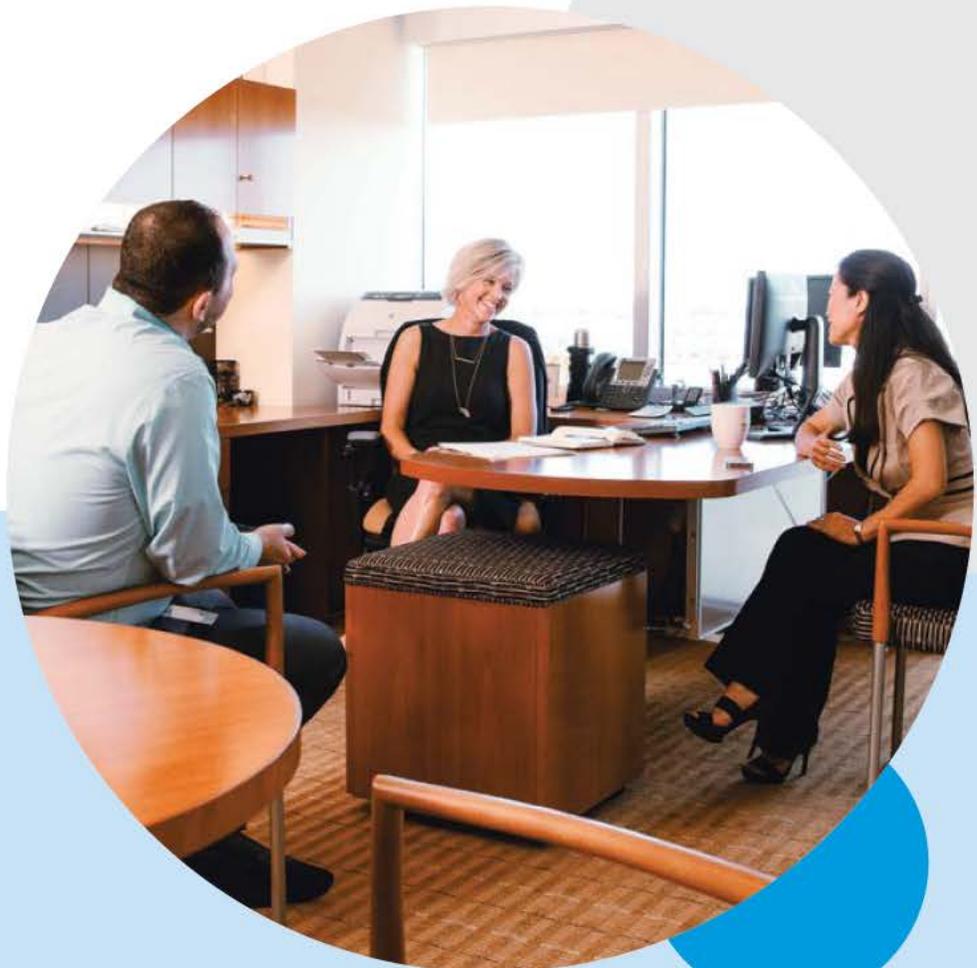


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- Financial reporting
- Company records

05 Insider trading laws

06 Proper use of company assets

07 Dealing with customers and suppliers

- Relationships with customers
- Relationships with suppliers

08 Other laws and regulations

- Anti-corruption
- Competition and fair dealing
- Intellectual property and trade secrets
- International trade
- Money laundering
- Sustainability and environmental protection
- Quality
- Interactions with healthcare providers
- Equal opportunity, discrimination and harassment
- Health and safety

Summary

08

Other laws and regulations



Every employee must comply with the laws, regulations, and rules that apply to the Company's business. Important examples of the legal requirements that apply to ResMed are discussed further below. Of course, each employee is expected to be familiar with applicable laws of the country where ResMed is doing business. If you need help, contact the compliance department or the legal department.

Anti-corruption: dealing with government and public officials

Various laws in the countries in which we do business, like the United States Foreign Corrupt Practices Act, the Organisation for Economic Co-operation and Development (OECD), and the United Kingdom's Anti-bribery Act make corruption a very serious matter. Importantly, growth countries, like China, have also announced that they too are taking a hard stance on corruption – arresting officials and the individual company employees engaged in bribery. Anti-bribery laws also typically apply outside the country that adopted a particular law.

For example, the U.S. Foreign Corrupt Practices Act applies outside the United States, and the UK Anti-Bribery Act applies outside the UK, so employees in Europe may be subject to both laws. Violations of the laws against bribery and corruption can result in serious fines for the Company and prison sentences for individuals.

Therefore, it is a violation of Company policy to give anything of value (gift, services or entertainment) to government personnel or other officials for the purpose of improperly obtaining or retaining business, influencing the performance of official duties, or any other improper purpose or business advantage. It is just as unlawful to ask or knowingly assist someone else – an agent or a third party consultant – to give gifts or to make any payment that it would be improper for the Company to do directly. These restrictions cover even payments of small amounts to ensure or speed up the proper performance of a Government Official's routine duties (sometimes referred to as "facilitating payments"). If you have questions about local practices and whether these restrictions cover legitimate and lawful payments, please contact the compliance department or the legal department.

Finally, and except as approved in advance by the Chief Executive Officer, and subject to review by the Company's global general counsel, the Company prohibits political contributions by the Company or by employees on behalf of the Company. This includes contributions of Company funds or assets for political purposes, pressuring employees to make political contributions or reimbursing employees for political contributions.

Competition and fair dealing

We outperform our competition fairly and honestly. We seek competitive advantage through superior products and great performance, not through unethical or illegal business practices. Generally speaking, competition laws govern ResMed's business dealings with competitors, and prohibit anti-competitive agreements such as agreements with a competitor to fix prices, divide markets or rig a bid. ResMed's market share may also limit some of our activities, and should be carefully considered before adopting sales or contractual practices that could be viewed as restrictive, coercive or heavy-handed. Violations of competition laws can result in serious consequences for the Company and the employee, including fines and imprisonment, civil damages, and harm to our reputation.

Ask for immediate help from the legal department if you learn of discussions with a competitor involving prices, pricing formulas, costs or profits; contract bids, marketing plans or sales territories; terms and conditions of sale; or allocation of customers, territories or product lines.

A final caution: competition laws are complex, and they can vary worldwide, often leading to different answers to the same question depending on the country in which ResMed is operating. If you have any question about whether your actions might violate local competition laws, please call the legal department.



All employees should deal fairly and honestly with their fellow employees and with the Company's customers and suppliers.

Exhibit C

Report on Environment, Social and Governance Issues Section Related to Political Contributions



Report on Environment, Social and Governance Issues

December 2017





Report scope and references

This Environment Social and Governance report encompasses the global operations, impact and compliance of ResMed Inc., including its international subsidiaries.

Any gaps in the data are indicated in the relevant section.

The report focuses on the three financial years ended 30 June 2015–2017. This report also provides background to issues relevant to that period.

This report should be read with documents filed with the US Securities Exchange Commission, in particular our [2017 Form 10-K annual report](#) and our 2017 [Form DEF 14A proxy statement](#) for shareholders. These filed documents take precedence over this ESG report in the event of any unintended inconsistency.

All references to years are to fiscal years ended 30 June, unless otherwise noted.

All references to dollars are US dollars, unless otherwise noted.

References [in this font](#) are hyperlinked to their source or page reference.

The preparation of the report has been informed by the reporting guidelines of the Global Reporting Initiative (GRI) Reporting Framework. APPENDIX 1 at the end of the documents matches the information in the report with the relevant GRI indicators.

While this report has been prepared with due care it has not been externally assured.

Further information can be obtained by contacting Justin Italiano at ResMed Inc., Sydney, at +61 2 8884 1000 or by visiting the Company's multilingual website at www.resmed.com.

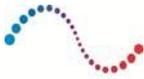
ResMed Inc
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United States of America



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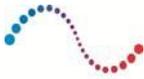
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The code is not intended to be a comprehensive rulebook, and cannot address all situations that may arise. It provides contacts for the company's general counsel and ethics compliance officer should any employee require assistance beyond an immediate supervisor. Where permissible⁴, we also have a toll-free hotline to an independent company for employees or others who want to speak up but prefer to remain anonymous. The code prohibits retaliation against any employee who has taken action in good faith to seek help on or report a suspected breach of the code.

Ethics and corruption

The code insists on compliance with laws and regulations covering bribery and gratuities, political contributions, medical sales, and kickbacks. Under the code, client entertainment should not exceed reasonable and customary business practice where allowed, and in any case employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. Facilitating and expediting payments are prohibited unless pre-approved by legal counsel.

All employees are required to undertake business ethics training relevant to their position and developed by our legal advisers, using our online Learning Management System facility where available and augmented by face-to-face training where it is not. Many positions receive additional guidance materials and competency training – for example, to ensure compliance with the US Foreign Corrupt Practices Act, UK Bribery Act, and Australian Competition and Consumer Act. In many jurisdictions compliance officers have been assigned and trained, and compliance guides published.

We take seriously, investigate and respond appropriately to any potential breaches of the code. Internal audits of compliance standards, processes, practices, behaviours and outcomes continue throughout the business as informed by our enterprise-wide risk assessments with oversight from our board audit committee. We revise the subject matter of audit and training as part of the annual planning for internal audit and for our controls & compliance process, and additionally on the advice of our legal counsel and external advisers.

Political transparency

In its Code of Conduct, ResMed prohibits political contributions by the Company or by employees on behalf of the Company except as approved in advance by the CEO and subject to review by the Company's Global General Counsel.

ResMed has made a single contribution of USD 2,500 to a commemorative function hosted by the Republican Party.

Intellectual property

We rely on a combination of patents, trade secrets, copyrights, trademarks and non-disclosure agreements to protect our proprietary technology and rights.

Through our various subsidiaries, as of the date of this annual report, we own or have licensed rights to approximately 1,127 issued United States patents (including approximately 430 design patents) and approximately 2,083 issued foreign patents. In addition, there are approximately 468 pending United States patent applications (including approximately 44 design patent applications), approximately 952 pending foreign patent applications, approximately 983 registered foreign designs and 50 pending foreign designs. Some of these patents, patent applications and designs relate to significant aspects and features of our products.

⁴ In some countries, local laws limit employees ability to report anonymously.
ResMed 2016/17 Report on ESG