# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE 14A**

(RULE 14a-101) SCHEDULE 14A INFORMATION

Proxy Statement Pursuant To Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.\_\_)

Filed by the Registrant  $\,\boxtimes\,$ 

Filed by a Party other than the Registrant  $\ \square$ 

Check the appropriate box:

- □ Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- □ Definitive Proxy Statement
- □ Definitive Additional Materials
- □ Soliciting Material under §240.14a-12



(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check all boxes that apply):

- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



## **Executive Summary**

## In 2021, our Board took decisive action to reposition Intel for growth by hiring Pat Gelsinger and with Pat at the helm, we are building momentum across Intel

- The Board recognized Intel needed a proven technology industry veteran to lead Intel's turnaround, and appointed Pat Gelsinger as CEO in February 2021
  - Under the leadership of our new CEO, we've laid out a new IDM<sup>1</sup> 2.0 Strategy and repositioned the company by doubling down on innovation and leveraging our core strengths to drive long-term value for our stockholders

#### The Board's compensation decisions align with our stockholders' interests

- Our industry is highly competitive, and a substantial new-hire compensation package was required to attract and incentivize an executive of Pat's
  caliber; the Compensation Committee and full Board firmly believe this served the best interests of Intel and our stockholders
- After a meaningful number of our stockholders expressed reservations about the new-hire compensation package through the 2021 Say-on-Pay vote, the Intel team, led by leadership/members of the Compensation Committee and Board, held dialogues with a broad set of our stockholders and proxy advisory firms, with particular focus on seeking feedback on our executive compensation programs and changes under consideration
  - In response to stockholders' feedback, the Compensation Committee redesigned the Annual Cash Bonus Plan to introduce greater rigor and variability into results and the PSUs to align with our strategic transformation, and we made enhancements to our proxy statement disclosure

#### Our Board continues to evolve to provide effective oversight of our long-term strategy

- We have added four independent directors in the past three years to infuse new ideas and bring diverse and fresh perspectives in the boardroom
  - Our Board remains focused on achieving the right mix of skills, experience, and perspectives to support long-term strategy and drive strong
     ESG oversight

The Board seeks stockholder support at our May 12, 2022 Annual Stockholders' Meeting

(1) Integrated Device Manufacturer

# New Leadership, New Growth Strategy

In 2021, our Board took decisive action to transform Intel's technology leadership team and hired industry veteran Pat Gelsinger as CEO to reposition the company for growth



Pat Gelsinger
Chief Executive Officer

- Appointed as CEO in February 2021
- Former long-term Intel executive and highly respected technology industry veteran
- Unparalleled technical and industry leadership
- Focused on bringing back the best of "Groveian" culture and attracting new and returning key technical talent

#### **OUR GROWTH STRATEGY**

#### Indexed to large, high-growth markets

- The entire world is becoming digital, driven by:
  - Artificial Intelligence (AI)
  - Pervasive Connectivity
  - Cloud-to-Edge Infrastructure
  - Ubiquitous Compute

#### Broadest portfolio of leadership technologies

 Intel is the only company with the depth and breadth of software, silicon and platforms, packaging and process with at-scale manufacturing

**Lead In Every Category** 

**Innovate With Boldness** 

**Execute Flawlessly** 

**Foster Vibrant Culture** 

# Intel's Strategy: A Winning Formula

#### Our Beliefs Our Strategy Our Execution We are in an era of sustained, Deliver leadership products... long-term demand Foundry The insatiable need for compute ... Anchored on open and drives the value of Moore's Law secure platforms Accelerated Compute & Graphics Auto & Mobility Software & Security Open ecosystems unleash ... Powered by sustainable innovation and democratize manufacturing at scale compute Network & Edge Data Center & Al Client The world needs more balanced ... Supercharged by our people and resilient supply chains and culture We are doubling down on innovation, driving deeper collaboration with customers and partners,

and leveraging our core strengths to drive long-term value for our stockholders

intel. 2022 Spring Stockholder Outreach

#### ☑ Proposal 1: Election of the 10 Director Nominees¹

As part of a thoughtful nomination process and our ongoing commitment to creating a balanced Board with diverse viewpoints and deep industry expertise, we regularly add new directors to infuse new ideas and fresh perspectives in the boardroom



Director Since: 2020



#### Continued Refreshment of Board Perspectives

- Added 4 new independent directors in the past 3 years:
- 2021 Dr. Andrea J. Goldsmith, with valued government affairs and policy experience, an advocate for increased diversity in STEM, and a leading expert in wireless networking technology
- 2020 Alyssa H. Henry, an expert in emerging technologies and business models
- 2020 Dion J. Weisler, with extensive industry experience in operating, manufacturing, emerging technologies, business development, and human capital
- 2019 James J. Goetz, an experienced partner of a venture capital firm, where he focuses on cloud, mobile, and enterprise technology investments

A= Audit and Finance Committee; G = Corporate Governance and Nominating Committee; C = Compensation Committee; M = Mergers & Acquisitions Committee; \* = Committee Chair; Public Boar reflect current memberships.

(1) Information reflected as of March 30, 2022

2022 Spring Stockholder Outreach intel.

Director Since: 2009

#### ☑ Proposal 1: Election of the 10 Director Nominees¹

2022 Spring Stockholder Outreach

Our Board is focused on achieving the right mix of skills, experience, and perspectives to support long-term strategy



intel.

Following the 2021 Say-on-Pay vote, our Board and management conducted robust stockholder engagement during 2021<sup>1</sup>

#### **Total Contacted**



Reached out to 70 stockholders for engagement, representing 45% of shares outstanding

#### **Total Engaged**



Held dialogue with 34 stockholders, representing 37% of shares outstanding

■ Engagement included 12 of our top 15 largest stockholders

#### Director Engaged



Leadership of the Compensation Committee and Board led 12 meetings with stockholders, representing 30% of shares outstanding

#### 2021 Stockholder Engagement Overview

- Sought stockholders' perspectives on Intel's executive compensation programs and changes under consideration
- Discussed the CEO transition, IDM 2.0 strategy, Board skills, and our goals for responsible value creation
- In addition to this series of discussions focused on compensation and governance matters, Intel continued to gather stockholders' input through investor events and 1:1 discussions
- We also presented to stockholders regarding our ESG progress at our ESG Roadshow in December 2021 and our Investor Day in February 2022

(1) Intel's outstanding shares (O/S) calculated as of September 30, 2021

## Addressed Stockholder Feedback on Executive Compensation

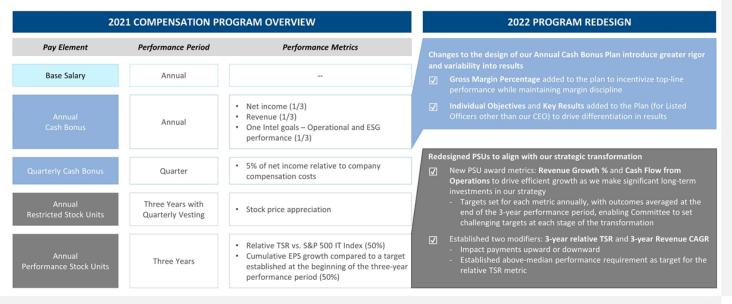
Updates to our go-forward compensation programs and 2022 proxy statement disclosure align with stockholders' feedback

Stockholder Feedback	Go-Forward Approach / Responsive Actions				
CEO New-Hire Equity Awards					
Questions on whether the CEO new-hire equity awards were in lieu of ongoing annual equity awards	<ul> <li>The new-hire awards granted in 2021 are separate from ongoing annual long-term incentive awards; CEO compensation for 2022 reflects market competitive annual compensation levels for a CEO at a large technology company</li> <li>Mix between components of compensation for our CEO will align with Intel's historical approach to annual executive compensation grants and with continue to be heavily performance-based</li> <li>Starting in 2022, Mr. Gelsinger will receive an annual LTI award of PSUs and RSUs (80% / 20% mix)</li> </ul>				
Desire to understand the business case for the magnitude, rationale and structure of the awards	2022 proxy statement includes expanded disclosure regarding the factors that impacted the award magnitude, such as forfeited unvested equity from prior employer, as well as the Committee's focus on driving both opportunity and accountability through rigorous stock price growth targets				
Incentive Compensation Programs	ive Compensation Programs				
Annual Cash Bonus  Preference for closely aligning our annual bonus with Intel's new strategy  Desire to better understand how we incorporate ESG metrics into our plans	<ul> <li>To accelerate execution on our new strategic plan and to reflect input received from our stockholders, several changes were implemented to the design of our Annual Cash Bonus Plan for 2022 to introduce greater rigor and variability into results and provided enhanced disclosure in our 2022 proxy statement</li> <li>Gross margin percentage added as financial metric to incentivize top-line performance while maintaining margin discipline</li> <li>Added individual objectives and key results to the Plan (for Listed Officers other than our CEO) to drive differentiation in results based on individual contribution</li> <li>The annual bonus continues to include company One Intel goals reflecting our most critical strategic and operational priorities, including ESG priorities; provided enhanced disclosure regarding those ESG metrics and achievement against the goals</li> </ul>				
Long-Term Incentive Design  Desire to see long-term incentive program reflect Intel's new strategy  Preference for additional "guardrails" for TSR, such as requiring above median performance for a target payout	<ul> <li>Redesigned long-term incentive program to align with our strategic transformation</li> <li>2022 PSU award metrics are revenue growth percentage and cash flow from operations, which were chosen to drive efficient growth as we make significant long-term investments in our strategy</li> <li>These metrics will measure progress over three annual performance periods, enabling the Compensation Committee to set challenging targets at each stage of our transformation</li> <li>Two modifiers can impact payments upward or downward: three-year relative TSR and three-year Revenue CAGR; target for the relative TSR metric requires above-median performance</li> </ul>				

torigination interest and a many state of the state of th

## Redesigned Go-Forward Approach to Compensation

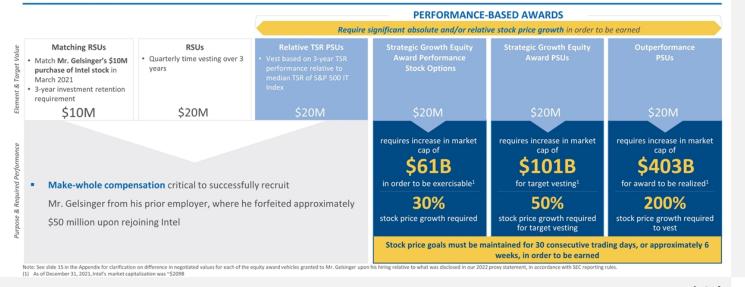
During our 2021 off-season engagement, the Compensation Committee sought stockholder input on the design of the go-forward compensation programs and integrated stockholder-supported changes into the 2022 programs



## 2021 CEO Transition-Related Compensation

To attract and incentivize an executive of Mr. Gelsinger's caliber, the Compensation Committee provided one-time newhire equity awards, the vast majority of which require significant value creation in order to be realized

CEO NEW-HIRE EQUITY AWARDS



intel. 2022 Spring Stockholder Outreach

#### ☑ Proposal 4: Approval of Amendment and Restatement of the 2006 Equity Incentive Plan

### Equity Incentive Plan is Vital to Our Business

# Equity awards are central to our capacity to deliver on our strategy

- We grant equity awards to approximately 96% of employees across all levels to drive a culture of ownership, accountability, and collaboration at the company
- We operate in an intensely competitive labor market, in which our customers, suppliers, and competitors see Intel as a source of top-quality industry experts
- Our equity awards are critical to attracting and retaining the top talent required to execute our new strategy

# Intel's Equity Incentive Plan reflects leading corporate governance practices

- ✓ No liberal share recycling
- ✓ No evergreen provision
- ✓ No automatic grants
- ✓ No tax gross-ups
- No discounted stock options or stock appreciation rights
- No repricing without stockholder approval

- ✓ No reload grants
- ✓ Claw-back policy
- ✓ Individual limits on awards
- Minimum performance period
- ✓ Plan is administered by independent Compensation Committee
- Regularly presented to stockholders for re-approval (last submitted to vote in 2019)

#### ■ Proposals 5-6: Proposals on Special Meeting Right and Racism in Company Culture

## The Board Recommends a Vote **AGAINST** the Stockholder Proposals

#### **Stockholder Proposals**

#### 5

#### Stockholder Proposal Requesting Amendment to the Company's Stockholder Special Meeting Right

- The change from a 15% ownership threshold to 10% that the proposal requests is contrary to the best interests of our stockholders and unnecessary because stockholders owning 15% of our shares already have the meaningful ability to call special meetings outside of the annual meeting cycle
- Implementing the requested changes to the existing special meeting right would place minority interests above those of Intel's broad stockholder base



■ Intel's strong corporate governance policies and procedures, which include a market-standard proxy access right permitting stockholders to nominate director candidates and include such nominations in our proxy materials and a robust, year-round stockholder engagement program, empowers stockholders to provide ongoing feedback to the Board and the company and enables them to effectively address these concerns in a transparent manner

#### 6

#### Stockholder Proposal Requesting a Third-Party Audit and Report Concerning Racism in Company Culture

- Through our commitments and actions, our company has a demonstrated long-standing commitment to achieving progress in diversity, equity, and inclusion (DEI), and we have integrated our DEI expectations into our operations, systems, processes, and culture
- Increasing diverse representation, equity, and inclusion are key aspects of our 2030 RISE strategy and goals, which set our corporate responsibility ambitions for the next decade to create a more responsible, inclusive, and sustainable world



■ The Board believes the audit and report requested by the proposal is unnecessary in light of Intel's regular reporting on our numerous diversity and inclusion initiatives, including additional disclosure about the results of our Employee Inclusion Survey that we are providing for the first time in our upcoming CSR report, and the incremental progress we are making toward achievement of our goals

## We Request Your Support at the 2022 Annual Stockholders' Meeting

The Board asks that you vote **FOR** all management proposals and **AGAINST** the stockholder proposals

С	kholder Proposals Stockholder Proposal Requesting Amendment to the Company's Stockholder Special Meeting Right	×	AGAINST			
С	kholder Proposals					
tockholder Proposals						
ı	Approval of Amendment and Restatement of the 2006 Equity Incentive Plan	$\overline{\checkmark}$	FOR			
	Advisory Vote to Approve Executive Compensation for Our Listed Officers	$\checkmark$	FOR			
	Ratification of Selection of Ernst & Young LLP as Our Independent Registered Public Accounting Firm for 2022	$\overline{\checkmark}$	FOR			
	Election of the 10 Director Nominees	$\checkmark$	FOR			

intel. 1

2022 Spring Stockholder Outreach

# **APPENDIX**

## Comparison of Value of CEO New-Hire Equity Awards

Value of CEO new-hire equity awards reflected in offer letter is different than the value disclosed in Executive Compensation Tables of our 2022 proxy statement due to stock price used and accounting valuations

Award Types	Negotiated New-Hire Package Values	Executive Compensation Table Values
RSUs	\$20,000,000	\$25,107,500
Strategic Growth PSUs	\$20,000,000	\$34,224,300
Strategic Growth Awards	\$20,000,000	\$29,108,400
Relative TSR PSUs	\$20,000,000	\$25,469,700
Outperformance PSUs	\$20,000,000	\$45,721,800
Matching RSUs	\$10,000,000	\$9,909,700
Total	\$110,000,000	\$169,541,400

#### Notes on Differences in Valuation

The differences in values for each of the equity award vehicles granted to Mr. Gelsinger upon his hiring between what was disclosed (i) in Mr. Gelsinger's offer letter and the Compensation Discussion and Analysis section versus (ii) in the Summary Compensation Table and Grants of Plan-Based Awards in Fiscal Year 2021 Table are attributable to the stock price used as well as accounting valuations:

- For purposes of determining the number of units or options to award Mr. Gelsinger, a value for each unit or option was determined by using a Monte Carlo simulation that utilized an average of Intel's trading prices over a 30-day period preceding January 13, 2021, the public announcement date
- For the purposes of the values included in the Compensation Tables, equity awards were valued based on the accounting grant date fair value using a grant
  date of February 15, 2021 (and March 22, 2021 for Matching RSUs), computed in accordance with Financial Accounting Standards Board Accounting Standards Codification
  Topic 718 (FASB ASC Topic 718), using a Monte Carlo simulation
- The increase in stock price from the reference price of \$49.6486 to \$61.81 (or \$65.47 for the Matching RSUs), as well as the use of certain accounting valuations that reflect the difficulty of achieving these aggressive performance goals, resulted in the value of the new-hire equity awards as reported in the executive compensation tables increasing to \$169.5 million versus the \$110 million value of those same awards at the time they were negotiated

# Long History of Leadership on ESG/Corporate Responsibility

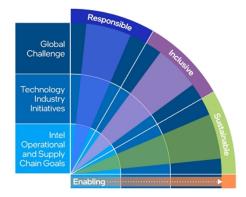
For more than two decades, we have advanced transparency, set ambitious goals, and integrated corporate responsibility across all aspects of our business and supply chain to create value for our stockholders and stakeholders



# Holistic Plan for Responsible Value Creation

We advance transparency, set ambitious goals, and integrate corporate responsibility across all aspects of our business to create value for our stockholders and stakeholders





Our purpose

Create world-changing technology that improves the life of every human on the planet

TOWARD 2030: INTEL'S "RISE" FRAMEWORK & GOALS

#### **RESPONSIBLE**

#### Lead in advancing safety, wellness, and responsible business practices across our global manufacturing operations, our value chain, and beyond

#### INCLUSIVE

 Advance diversity and inclusion across our global workforce and industry, and expand opportunities for others through technology, inclusion, and digital readiness initiatives

#### **SUSTAINABLE**

 Be a global leader in sustainability and enable our customers and others to reduce their environmental footprint through our actions and technology

#### **ENABLING**

 Through innovation and technology and the expertise and passion of our employees we enable positive change within Intel, across our industry, and beyond

Read our most recent Corporate Responsibility Report at www.intel.com/responsibility

# 2030 RISE Strategy and Goals: Progress and Impact



#### **RESPONSIBLE**

- Continued to expand responsible minerals sourcing and supplier audits/capability building for responsible business practices
- Through the Intel RISE Technology Initiative, we partnered on more than 230 projects to accelerate access to technology for COVID-19 response



#### **INCLUSIVE**

- Took actions to further advance representation of women and URMs in senior leadership, and launched the Alliance for Global Inclusion to drive industry-wide impact
- Scaled new digital readiness programs, including our AI for Youth program in +11 countries and AI for Workforce in +18 community colleges



#### **SUSTAINABLE**

- 82% of global power use from renewable sources and 90% of freshwater usage returned or restored to communities in 2020
- Enabled technology industry climate actions: sustainable PC design, and data center efficiency, and creation of the Digital Climate Alliance.
- Committed to net-zero greenhouse gas emissions in global operations by 2040

#### **ENABLING**

Scale positive global impact through our technology and the expertise and passion of our employees within Intel, across our industry, and beyond - including our volunteer goal of 10 million hours by 2030

Learn more about our goals and progress at www.intel.com/responsibility

# **Human Capital Management**

(as of 2021 FY end)





(1) The definition of "Technical" is based on Intel's internal job codes and reflects technical job requirements

## **Notices & Disclaimers**

Statements in these materials that refer to forecasts, business outlooks and beliefs, future plans or expectations, including Intel's growth, IDM 2.0, talent, 2030 RISE and other strategies; the frequency of new directors or refreshment; future actions with respect to executive compensation, equity awards and/or equity incentive plans; 2030 RISE framework and goals (including any commitments for net-zero greenhouse gas emissions); and DEI and CSR Report expectations are forward-looking statements that involve a number of risks and uncertainties. Words such as "expect," "intended," "goals," "plans," "ambitions," "upcoming," ffuture," "beliefs," "seeking," "continues," "may," "will," "committed," "would," "should," "could," and variations of such words and similar expressions are intended to identify such forward-looking statements. Statements that refer to or are based on estimates, forecasts, projections, uncertain events or assumptions also identify forward-looking statements. Such statements are based on management's expectations as of May 2, 2022, unless an earlier date is indicated, and involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Forward-looking statements are not guarantees or promises that goals or targets will be met. Important factors that could cause actual results to differ materially from the company 's expectations include the factors set forth in Intel's reports filed or furnished with the Securities and Exchange Commission (SEC), including Intel's most recent reports on Form 10-K and Form 10-Q. Copies of Intel's Form 10-K, 10-Q and 8-K reports may be obtained by visiting our Investor Relations website at www.intc.com or the SEC's website at www.sec.gov. Intel does not undertake, and expressly disclaims any duty, to update any statement made in this presentation, whether as a result of new information, new developments or otherwise, except to the extent that disclosure may be required

Website references are provided for convenience only, and the content on the referenced websites is not incorporated by reference in, nor does it form a part of, this presentation.