[McDonald's Corporation: Rule 14a-8 Proposal, December 10, 2020]
[This line and any line above it – *Not* for publication.]
ITEM 4* – External Public Health Cost Disclosure

RESOLVED, shareholders ask that the board commission and disclose a study on the external environmental and public health costs created by the use of antibiotics in the supply chain of our company (the "Company") and the manner in which such costs affect the vast majority of its shareholders who rely on a healthy stock market.

The Company signed the Business Roundtable Statement of the Purpose of a Corporation, which reads, "we share a fundamental commitment to all of our stakeholders. . . . We commit to deliver value to all of them, for the future success of our companies, our communities and our country."

However, the Company is a conventional Delaware corporation, so that directors' duties emphasize the Company and its shareholders, but no one else (except to the extent they create value for shareholders). Accordingly, when the financial return of the Company to its shareholders and the interests stakeholders such as workers or customers clash, the directors must choose shareholder return. (The Company could become a public benefit corporation[1] to prevent this.)

For our Company, this may lead to overuse of antibiotics in raising livestock to increase profit, despite increasing the ability of diseases to resist antibiotics ("AMR"). In addition to the resulting loss of life and increased poverty, AMR may decrease global GDP 3% by 2030, and almost 4% by 2050.[2] At an intermediate discount rate, this will amount to economic losses by 2050 with a current value of $54 trillion.[3]

The Company does not report such external costs and consequent economic harm to its supply chain. This information is essential to shareholders, who are almost all broadly diversified. Indeed, as of June 2020, the top three holders of our shares are Vanguard, BlackRock, and State Street—investment managers with indexed or otherwise broadly diversified investors.

Such shareholders and beneficial owners are materially harmed when companies impose external costs that lower GDP, which reduces equity market values.[4] While the Company may profit by ignoring externalized costs, diversified shareholders ultimately pay these costs, and they have a right to ask what they are.

The Company's prior disclosures and prior shareholder proposals do not address this issue, because they do not address the *the public health costs the Company imposes on shareholders as diversified investors who must fund retirement, education, public goods and other critical social needs*. This is a separate social issue of great importance. A study would help shareholders determine whether to seek a change in corporate direction, structure, or form in order to better serve their interests and to match its commitment to stakeholders.

Please vote for: External Public Health Cost Disclosure – Proposal [4*]
[This line and any below are *not* for publication]
Number 4* to be assigned by the Company

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1 8 Del. Code Section 361.

2 http://documents1.worldbank.org/curated/en/323311493396993758/pdf/final-report.pdf

3 Id.

4 See, e.g., https://www.advisorperspectives.com/dshort/updates/2020/11/05/market-cap-to-gdp-an-updated-look-at-the-buffett-valuation-indicator (total market capitalization to GDP "is probably the best single measure of where valuations stand at any given moment") (quoting Warren Buffet).