

## NOTICE OF EXEMPT SOLICITATION

**NAME OF REGISTRANT:** Twitter, Inc.

**NAME OF PERSONS RELYING ON EXEMPTION:** Arjuna Capital

**ADDRESS OF PERSON RELYING ON EXEMPTION:** 1 Elm St. Manchester, MA 01944

**WRITTEN MATERIALS:** The attached written materials are submitted pursuant to Rule 14a-6(g)(1) (the “Rule”) promulgated under the Securities Exchange Act of 1934,\* in connection with a proxy proposal to be voted on at the Registrant’s 2022 Annual Meeting.

\*Submission is not required of this filer under the terms of the Rule but is made voluntarily by the proponent in the interest of public disclosure and consideration of these important issues.

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April 18<sup>th</sup>, 2022

Dear Twitter Inc. Shareholders,

We are writing to urge you to **VOTE “FOR” PROPOSAL 6** on the proxy card, which asks our Company to provide a report regarding the nomination of a board member with civil/human expertise. The Proposal makes the following request:

**RESOLVED:** Shareholders request that Twitter’s Nominating and Corporate Governance Committee nominate for the next Board election at least one candidate who: (a) has high level of human and/or civil rights experience and is widely recognized as such as determined by the Board, and (b) will qualify as an independent director within the standards of the New York Stock Exchange.

**We believe shareholders should vote “FOR” the Proposal for the following reasons:**

1. **Twitter’s track record on civil and human rights issues has been poor.** Ample evidence suggests Twitter’s business practices increasingly threaten civil and human rights globally. And despite some improvements around civil and human rights policy, inadequate policies and poor enforcement of existing policies demonstrates Twitter’s oversight is failing.
2. **Twitter has become a target of global scrutiny** from lawmakers, academics, civil and human rights groups, and the press due to the way that its platform appears to profit from the proliferation of civil and human rights abuses online. Twitter’s growing proximity to civil and human rights abuses poses reputational, legal, regulatory, and business risk for the company and its shareholders.
3. **Twitter’s business model often prioritizes commanding consumer attention over the protection of civil and human rights.** Twitter’s ability to attract views — and therefore advertising dollars— is often linked to its role in steering consumers toward racist, violent, discriminatory, rights-violating, or disinformation content. Shareholders are concerned that Twitter’s business practices are most negatively impacting Black, Indigenous, and People of Color (BIPOC) communities worldwide, while also threatening democracy.
4. **Board oversight of civil and human rights concerns is inadequate due to lack of expertise.** Current board directors, including on the Risk and Audit Committees do not appear to have expertise or experience in civil or human rights. Elon Musk’s efforts to purchase Twitter stock highlights complex issues of human and civil rights, including free speech, on the Company’s platform. Elon Musk has publicly criticized Twitter for limiting public discourse and free speech. As free speech is a human rights issue, Twitter is desperately in need of a human and civil rights board expert that can take leadership in protecting public conversation while also mitigating harmful disinformation, platform abuse, violence, and other civil and human rights violations.

## The Board's Statement of Opposition

In its statement of opposition to this proposal, the **board contradicts itself**, arguing on one hand that the Proposal would not benefit the company because the nominating and governance committee seeks candidates with “a broad range of backgrounds,” while arguing on the other hand how important human and civil rights expertise is to Twitter’s operations, how much work is underway, and how much more work is needed. Moreover, the statement argues that Twitter has “sufficient board level oversight” to oversee civil and human rights concerns, which the proponent suggests is not supported by the biographies of the board members nor recent history.

## Legal, Financial, and Reputational Risks

**Available recent evidence cited below strongly suggests that the governance model at Twitter has not worked in the past and is not working today, exposing the Company to enormous legal, financial, and reputational risk.** Alarm bells are sounding. Ranking Digital Rights reports: “Facebook, Google (Youtube), and Twitter lack oversight and risk assessment mechanisms that could help them identify and mitigate the ways that their platforms can be used by malicious actors to organize and incite violence or manipulate public opinion.” The public record demonstrates a need for greater expertise and oversight on civil and human rights issues at the highest levels of the company - i.e., its Board of Directors.

1. **Addressing Symptoms over the Root Cause:** Among its peer companies on social media Facebook and YouTube, Twitter has often taken the first step or the furthest step in addressing the spread of hate speech and dangerous disinformation on the platform — for example, it was the first major platform to permanently ban Donald Trump from its platform after the January 6 white supremacist attacks on the U.S. Capitol, and it was the first major platform to label Trump’s tweets about the coronavirus as misinformation in May 2020. However, Twitter’s ability to maintain slightly better behavior relative to its two major peers cannot be the standard for its civil and human rights governance. Twitter has a responsibility to respect human and civil rights and address systemic problems at the root of the spread of harm on its own platform.
2. **Perpetuating Racial Bias:** Good intentions are not sufficient to manage a global platform such as Twitter, which is why board level oversight is needed. Following the murder of George Floyd by Minneapolis police, in a June 2020 *New York Times* article headlined “***Social Media Giants Support Racial Justice. Their Products Undermine It,***” columnist Kevin Roose reported that Twitter joined other companies in public expressing support for Black Lives Matter and CEO Jack Dorsey pledged \$3 million to former NFL star Colin Kaepernick’s anti-racism organization. Roose wrote:

“The problem is that, while these shows of support were well intentioned, they didn’t address the way that these companies’ own products — Facebook, Twitter and YouTube — have been **successfully weaponized by racists and partisan provocateurs**, and are being used to undermine Black Lives Matter and other social justice movements. It’s as if the heads of McDonald’s, Burger King and Taco Bell all got together to fight obesity by donating to a vegan food co-op, rather than by lowering their calorie counts.

...Twitter ...has a problem with racists and bigots using its platform to stir up unrest. Last month, the company discovered that a Twitter account claiming to represent a national antifa group was run by a group of white nationalists posing as left-wing radicals. (The account was suspended, but not before its tweets calling for violence were widely shared.)”

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3. **Dangerous Advertising Practices:** One of the most critical civil and human rights issues at Twitter stems from the company's troublesome targeted advertising policies and practices. These have been highlighted for the company's leadership in highly public fashion on numerous occasions in recent years.
- a. **Propagating Disinformation:** The COVID-19 pandemic has only made it more apparent that Twitter's approach to attracting advertising dollars can result in the spread of dangerous misinformation and disinformation that impacts global public health.
    - i. **COVID Conspiracy Theories:** The Center for Countering Digital Hate found that "Facebook, Google and Twitter have put policies into place to prevent the spread of vaccine misinformation; yet to date, all have failed to satisfactorily enforce those policies." The report found that "anti-vaccine activists on Facebook, YouTube, Instagram and Twitter reach more than 59 million followers...Our research has also found anti-vaxxers using social media platforms to target Black Americans...to spread conspiracies and lies about the safety of Covid vaccines."
  - b. **Radicalization of Users:** Twitter's ability to attract views — and therefore advertising dollars— is often linked to its role in steering consumers toward racist, violent, discriminatory, rights-violating or disinformation content.
    - i. **White Supremacy:** In January 2020, Twitter apologized after the BBC discovered that the company was **enabling advertisers to target neo-Nazis, homophobes and hate groups** on the platform. 50 civil rights groups delivered petitions urging Twitter to ban white supremacists in 2019. But after banning David Duke in 2020, others remain.

The BBC wrote: "Our investigation found it possible to target users who had shown an interest in keywords including "transphobic", "white supremacists" and "anti-gay"...Twitter's keywords were supposed to be restricted. But our tests showed that it was possible to advertise to people using the term "neo-Nazi." The ad tool had indicated that in the UK, this would target a potential audience of 67,000 to 81,000 people. ... A campaign using the keywords "islamophobes," "islamophobia," "islamophobic," and "#islamophobic" had a potential to reach 92,900 to 114,000 Twitter users, according to Twitter's tool."

Some advertisers have even **stopped advertising on Twitter due to the risks posed by the rampant spread of hate speech** on the platform. For example, in June 2020, Unilever pulled advertising from the platform, citing the spread of hate speech, and Twitter shares were down more than 7% according to USA Today.

4. **Propagating Violence:** White supremacists were responsible for almost half of the domestic extremist-related killings in 2021-- 13 out of 29 deaths. Henry Fernandez, Center for American Progress, said "The muted efforts of giant social media companies to address racial violence and hate crimes perpetrated via their platforms have had terrible consequences," noting "white nationalist rhetoric being fueled on social media leading to real-world violence including mass killings in El Paso, Texas; Gilroy, California; and, Christchurch, New Zealand."
- a. **Attack on the U.S. Capitol:** Twitter permanently banned former President Donald Trump from its platform in January 2020 "due to the risk of further incitement of violence." That action was viewed by many as too little too late. Additionally, Congressional investigators recently issued a subpoena to Twitter as it failed to provide complete information on how its platform may have contributed to the attack.
  - b. **Christchurch:** The Christchurch terrorist attack in New Zealand, broadcast on Twitter, led to a global call to limit the spread of extremist content. Prime Minister Jacinda Ardern said: "We cannot simply sit back and accept that these platforms just exist and that what is said on them is not the responsibility of the place where they are published." Twitter was slow to remove the video, and its algorithm spread it widely.
  - c. **Anti-Muslim/White Supremacist Hate Crimes:** Anti-Muslim hate speech on Twitter is linked to offline anti-Muslim violence and hate crimes, research shows. A 2018 University of Warwick research report found that anti-Muslim hate crimes rose during Trump's presidency and were greater during Trump's presidency than any other U.S. president; and as reported in *Scientific American*: "the researchers found **strong statistical correlations between the number of Islam-related tweets made by Trump in a single week and the number of anti-Muslim hate crimes that took place in the days and weeks that followed.**"



According to a report by racial justice group Action Center on Race & The Economy (ACRE), “Facebook and Twitter have contributed greatly to the spread of anti-Muslim bigotry and violence by **providing spaces for white supremacists to build community and plan violent attacks**. These platforms have protected hate speech targeting Muslims and other people of color and worked with government and private actors to spread anti-Muslim and white supremacist propaganda.” The report also highlights a **double standard**, noting that “the major social media platforms, including Twitter, have been **fairly successful at eliminating ISIS-related content** from their websites. However, they have **failed to do the same with white supremacist content**. According to ACRE, “**Arguably, no platform has played as significant a role in contributing to the rise of white supremacy as Twitter**.” Of note, Twitter banned white supremacist and former Ku Klux Klan leader David Duke for “repeated violations of the Twitter Rules on hateful conduct,” but only after Duke had been on the platform for more than 11 years.

- d. **Human Rights Abuses:** In 2019, *The Intercept* reported that Twitter had **supported the Chinese government in spreading disinformation and propaganda about the country’s anti-Muslim mass detention camps** in Xinjiang, where Human Rights Watch has reported that Chinese authorities are committing mass human rights abuses. Among other things, Twitter had promoted tweets that “deliberately obscure the truth” about the situation in Xinjiang. The Intercept reported: “Other *Global Times* ads promoted by Twitter follow a similar theme, presenting the region as a happy and peaceful place where no human rights abuses have occurred” and a China researcher for Amnesty International called Twitter’s promotion of the ads “appalling.” Earlier that year, Twitter CEO Jack Dorsey had told legislators on the Senate Intelligence Committee that the company was working to combat “propaganda through bots and human coordination [and] misinformation campaigns.” The Intercept findings apparently undermined that statement.
5. **Online Abuse of Women:** Amnesty International revealed a “shocking scale of online abuse against women,” with “troublesome” tweets sent once every 30 seconds on average, disproportionately targeting black women...contributing to the silencing of already marginalized voices.” A 2021 survey found that 49 percent of women using the platform more than once a day experienced abuse and 59 percent of women believe Twitter has remained the “same” at addressing hateful and abusive content as previous years.
6. **Black Voter Suppression:** In October 2020, Lauren Underwood, Chairwoman, Subcommittee on Cybersecurity, Infrastructure Protection, and Innovation called out Twitter’s use by malicious actors attempting to silence Black voters and sow racial division, requesting disclosure of “measures put in place to counter voter suppression, interference, and disinformation targeting Black voters.” A Senate report on Russia’s role in United States’ elections and social media platforms’ role concluded, “No single group of Americans was targeted by information operatives more than African- Americans.”
7. **Government Surveillance:** Twitter data has been used to surveil civil activists and provide information to law enforcement on legal protests. Twitter enabled police to surveil Black Lives Matter protests through a data startup, “a practice that potentially exposes people — particularly Black, Indigenous, and people of color — to further surveillance and state violence.”
  - a. **Tracking Protesters:** In the United Kingdom, for example, London police reportedly monitored nearly 9,000 activists from across the political spectrum—many of whom had no criminal background—using geolocation tracking and sentiment analysis on data scraped from Twitter and other social media platforms. This information was then compiled in secret dossiers on each campaigner.
  - b. **Black Lives Matter:** In the United States, Dataminr, a company which is an “official partner” of Twitter, relayed tweets and other social media content about the 2020 George Floyd and Black Lives Matter protests directly to police, apparently across the country. The Intercept reported that, “In so doing, it used to great effect its privileged access to Twitter data — despite current terms of service that explicitly bar software developers ‘from tracking, alerting, or monitoring sensitive events (such as protests, rallies, or community organizing meetings)’ via Twitter....Dataminr’s Black Lives Matter protest surveillance included persistent monitoring of social media to tip off police to the locations and activities of protests, developments within specific rallies, as well as instances of alleged “looting” and other property damage.”

“Twitter can’t have it both ways, courting Black activists and marketing themselves as the pre-eminent tool for organizing against injustice, while turning a blind eye to the number of companies that are contracting with them for the clear intent of surveillance,” said Brandi Collins-Dexter, a senior fellow at Color of Change, a national civil rights organization.



## **Current Efforts Do Not Negate the Need for a Human and Civil Rights Board Expert**

The Company's opposition statement lists its company-wide human and civil rights efforts, arguing that board expertise is not needed. Yet, Strategic Management Journal reports that "misalignment between the board's expertise and the firm's future risks has negative implications for firm performance." As mentioned above, the Company's current largest risks involve data security, privacy, and abuses impacting human and civil rights. While the Board has financial and technology experts, there is a huge gap in expertise to guide strategy in human and civil rights issues.

Twitter has recently been embroiled in news about Elon Musk's offer to purchase the company in attempts to "protect free speech." While Musk may not have all the answers, the Board needs to recognize the growing tension on its platform to address a myriad of human and civil rights issues, from free speech to harmful disinformation, racist and sexist abuse, violence, and other civil and human rights violations. A human and civil rights board expert with the experience to lead on these current, complex issues is more important now than ever.

## **Conclusion**

For all the reasons provided above, we strongly urge you to support the Proposal. **To say that Twitter has adequately addressed human and civil rights is a gross overstatement.** Rightly, the company is scrambling to build some internal scaffolding to address the racism, sexism, hate, and violence perpetuated on its platforms. But **Twitter continues to ignore the root cause—a business model that is fueled by click bait and user profiling.** It is the board's responsibility to steward business strategy and address this root cause issue.

Please contact Julia Cedarholm at [juliac@arjuna-capital.com](mailto:juliac@arjuna-capital.com) for additional information.

Sincerely,



Natasha Lamb  
Arjuna Capital

**This is not a solicitation of authority to vote your proxy. Please DO NOT send us your proxy card. Arjuna Capital is not able to vote your proxies, nor does this communication contemplate such an event. The proponent urges shareholders to vote for Proxy Proposal 6 following the instruction provided on the management's proxy mailing.**

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