

Notice of Exempt Solicitation (SNOW) Pursuant to Rule 14a-103
Registrant: Snowflake Inc. (SNOW), AGM June 29, 2026, 9:00 AM, Pacific
Person relying on exemption: James McRitchie, SNOW shareholder since 2020
Contact: jm@corpgov.net

These written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934. James McRitchie does not beneficially own more than \$5 million of the class of subject securities, and this notice of exempt solicitation is therefore being provided on a voluntary basis. This is not a solicitation of authority to vote your proxy. Please DO NOT send me your proxy card; the shareholder is not able to vote your proxies, nor does this communication contemplate such an event. The shareholder asks all shareholders to vote in accordance with the procedural instructions provided in the proxy materials.

This exempt solicitation is made by James McRitchie, beneficial owner of shares of Snowflake, Inc. ("Snowflake" or the "Company"), in support of Proposal 4, requesting that directors in uncontested elections be elected by majority vote rather than plurality vote. Shareholders are urged to vote **FOR Proposal 4**.

Snowflake, Inc. Vote FOR Proposal 4 — Majority Vote for Director Elections

RESOLVED: Snowflake, Inc. ("Company" or "Snowflake") shareholders ask our Board of Directors to initiate the appropriate process as soon as possible to amend our Company's governing documents to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

This proposal provides that a director who receives less than a majority vote be removed as soon as a qualified replacement director can be appointed on an expedited basis. If a removed director has key experience, we prefer that they transition to a consulting role or a director emeritus role, especially if they previously failed to secure a majority vote. With written justification, the board can set an effective date several years into the future for these changes to take effect.



Directors Should Earn Shareholder Support

Under Snowflake's current plurality voting system, a director in an uncontested election can remain on the board even after failing to receive support from a majority of shares.

If adopted, proposal 4 would modernize Snowflake's governance by requiring directors in uncontested elections to receive majority shareholder support while retaining plurality voting for contested elections.

This requested reform reflects the prevailing governance standard among major U.S. public companies. More than 92% of S&P 500 companies already use majority voting in uncontested director elections.

Snowflake increasingly stands among a shrinking minority preserving a governance structure that weakens shareholder accountability and shareholder value.

Rebuttal to the Board's Opposition

“Failed Elections” Are Not a Governance Crisis

The Board argues that majority voting could result in “failed elections” and board vacancies, creating uncertainty or regulatory complications. This argument exaggerates both the frequency and severity of the concern. If majority voting truly threatened corporate stability, over 92% of S&P 500 companies would not have adopted it.

Failed elections are rare because directors who maintain shareholder confidence generally receive majority support. When directors fail to receive majority support, that outcome itself communicates an important governance signal.

The Board's argument effectively reduces to this: Directors should remain in office even after losing shareholder confidence because replacing them might be inconvenient.

That is not persuasive. Moreover, Proposal 4 expressly allows flexibility regarding implementation timing and orderly replacement transitions.

Withhold Votes Without Consequences Are Weak Accountability

The Board argues that shareholders can already withhold votes or nominate alternative candidates. But under plurality voting, withholding votes frequently has no practical effect. A director may fail to receive support from most shareholders and still continue serving.

Meaningful elections require consequences. Otherwise, shareholder voting is meaningless symbolism. Majority voting offers a moderate accountability mechanism, far less disruptive than contested elections.

“Single-Issue Activists” Is a Misleading Label

The Board warns that majority voting could empower “single-issue activists.” That framing attempts to delegitimize shareholder participation itself.

Large institutional investors, pension funds, governance professionals, and ordinary diversified investors routinely support majority voting because they view it as fundamental to board accountability. Majority voting is not a fringe proposal. It is mainstream governance reform supported across the institutional investment community. The Board's concern also overlooks an obvious reality: If directors retain broad shareholder support, "vote-no" campaigns fail.

Majority voting does not empower activists, since contested elections revert to a plurality standard. Majority voting empowers long-term shareholders collectively.

A Rigorous Nomination Process Does Not Replace Shareholder Approval

The Board emphasizes its extensive nomination procedures and director qualifications. No one disputes that many directors possess impressive credentials. But governance is not merely about selecting talented people internally.

Corporate governance requires accountability to owners. A board should not become self-validating—where directors determine among themselves who remains qualified regardless of shareholder sentiment. Even highly accomplished directors should periodically earn majority shareholder support.

Why This Proposal Matters at Snowflake

Snowflake presents itself as a leader in artificial intelligence, cybersecurity, enterprise infrastructure, and data governance.

The company repeatedly emphasizes:

- trust,
- governance,
- oversight,
- long-term strategic execution,
- and responsible risk management.

Those principles apply to boards as well. The more consequential the company's strategic role becomes, the more important meaningful shareholder accountability becomes.

This proposal helps ensure that directors remain responsive to the owners whose capital they steward.

Conclusion

More than 78% of shares voted in favor of my proposal to declassify the Board at Snowflake in 2024. In 2025, the Board recommended a declassification amendment to the Company's Certificate of Incorporation. It passed with 99% of the vote.

Plurality voting is increasingly outdated. Majority voting has become the accepted governance standard because it balances stability with accountability.

Proposal 4 does not create instability.
It does not eliminate director flexibility.
It does not affect contested elections.

It simply requires directors in uncontested elections to earn majority shareholder support. That is a reasonable expectation.

Please vote **FOR Proposal 4 — Majority Vote for Director Elections.**