

GENERAL MILLS INC
Form DEF 14A
August 13, 2018
Table of Contents

UNITED STATES

Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

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 Pursuant to §240.14a-12

GENERAL MILLS, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Table of Contents

A LETTER FROM

OUR CHAIRMAN AND CEO

Dear Fellow Shareholders:

This year we established three global growth priorities that are critical to restoring sustainable topline growth for the company:

- 1) **Compete** effectively across all our brands and geographies with compelling innovation and consumer news.
- 2) **Accelerate** our four differential growth platforms: *Häagen-Dazs* ice cream, snack bars, *Old El Paso* Mexican food, and our portfolio of natural and organic food brands.
- 3) **Reshape** our portfolio for stronger growth through strategic acquisitions and divestitures.

In fiscal 2018, we made important progress against these priorities. We competed more effectively, with strong innovation, marketing and in-store execution driving positive organic net sales growth in each of our last three fiscal quarters. As a result, our full-year organic net sales growth rate finished ahead of our target and improved by 400 basis points versus the prior year. We developed strategic growth plans for our Accelerate businesses and began to execute against them in the latter part of the fiscal year. We also moved to reshape our portfolio for future growth with the acquisition of Blue Buffalo Pet Products, a fast-growing, highly-profitable business that is leading the transformation of the U.S. pet food category.

We continued to drive efficiency in our operations in fiscal 2018, generating substantial savings from Holistic Margin Management and other cost-reduction initiatives. However, these results were not enough to offset a marked increase in input cost inflation and other cost headwinds, leading to operating profit results that finished below our plan. Our disciplined focus on cash and success in reducing core working capital resulted in free cash flow of \$2.2 billion, an increase of 28 percent over the prior year.

As we turn to fiscal 2019, we will continue to follow our Consumer First strategy and execute against our global growth priorities to further improve our topline momentum. We will compete across all our brands and geographies, including on our large global platforms like cereal and yogurt. We will increase investments on our Accelerate businesses. And we will reshape our portfolio by maximizing the growth opportunities for Blue Buffalo and assessing opportunities to divest businesses that are growth dilutive.

We will also benefit from key capabilities that we've built recently, including E-commerce and Strategic Revenue Management. These capabilities will drive growth for our brands in fiscal 2019, and they're critical to our ability to generate consistent sales growth in the years to come. In addition, we're keenly focused on maintaining our efficiency in this more inflationary cost environment, and we have initiatives underway to help protect our profitability.

I want to close by letting you know what an honor and privilege it is for me to serve as Chairman and CEO of General Mills. I would also like to thank our talented team of 40,000 employees around the world, who remain committed to our company and passionate about our purpose of serving the world by making food people love. Additionally, I would like to thank you, our shareholders, for your investment in General Mills. We appreciate your confidence in our business, and we look forward to delivering on our goals and driving growth and returns for you in the years to come.

August 13, 2018

Sincerely,

Jeffrey L. Harmening

Chairman and Chief Executive Officer

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* **i**

Table of Contents

A LETTER FROM

OUR INDEPENDENT LEAD DIRECTOR

Dear Fellow Shareholders:

Let me begin by thanking you for your investment in General Mills and for the confidence you have placed in the board of directors to oversee your interests in our company. It is an honor and a privilege to serve the company as a member of the board and as the board's Independent Lead Director. The board is actively guiding company strategy, monitoring performance against key priorities and following sound governance practices to deliver long-term value to shareholders. As our 2018 Annual Meeting approaches, I want to highlight some of the important work that the board has been performing on your behalf during the past year.

Focus on Long-Term Strategy and Priorities for Growth

Actively engaging with management to guide the development and execution of the company's long-term strategy remains the board's highest priority. The board reviews and discusses key elements of company strategy and considers potential strategic actions at each board meeting. The board and management remain committed to delivering long-term growth through our Consumer First strategy and global growth priorities.

This year the company made significant progress against its strategic priorities, including improving the competitive positioning of numerous brands, realizing results from our investments in growth platforms and continuing to reshape our portfolio through the acquisition of Blue Buffalo Pet Products, the leading brand in the fast-growing wholesome natural pet food category. The board and management carefully considered the Blue Buffalo acquisition in the context of our ongoing strategic planning, and we believe that Blue Buffalo provides a terrific opportunity to leverage our capabilities and add a value-generating new growth platform to our portfolio.

Leadership Succession Planning

The board's focus on long-term growth extends to its leadership succession planning and the selection of a CEO with the experience, leadership and vision to guide the company's next phase of growth. In June 2017, Jeff Harmening was appointed to serve as our CEO, following the planned retirement of Ken Powell. The appointment of Mr. Harmening was the culmination of a thoughtful succession plan led by the board's independent directors. After careful review and deliberation, the independent directors appointed Mr. Harmening to serve as the Chairman of the Board effective January 2018, following a transition period during which Mr. Powell continued to serve as Chairman. As Chairman and CEO, Jeff provides a clear vision, leadership and management accountability throughout the organization. The board has maintained a strong Independent Lead Director role to ensure that it fulfills its role of providing effective and independent oversight of management.

Executive Compensation Linked to Strategy and Performance

Our executive compensation programs are integral to the achievement of our long-term strategy and growth priorities. The compensation committee of the board is responsible for overseeing the design and implementation of a compensation program that both incents the accomplishment of our priorities and holds management accountable for company performance. The result is a program that is closely aligned with our strategic priorities and highly correlated with financial results.

ii **GENERAL MILLS, INC.** - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement*

Table of Contents

Board Composition and Diversity

Our board is made up of highly committed and qualified individuals who bring a wealth of operating and industry experience and a diversity of perspectives to their roles. Over the past five years, our board has undergone significant refreshment, with seven of our ten independent directors joining the board since 2014. These new directors have been purposefully selected by the board for their deep and relevant skill sets and their ability to guide our strategy, counsel management in a dynamic business environment and effectively represent the interests of our shareholders. The additions also reflect our long-standing practice of maintaining a diverse board. I am grateful to work with such a capable and dedicated group of individuals, and I encourage you to support each of the board's nominees on this year's ballot.

Investor Engagement

Finally, I would like to emphasize the value that our board places on the interactions the company has with its shareholders and the feedback received from such conversations. Building on our history of proactive shareholder outreach, in fiscal 2018 the company met with more than 100 investors who collectively hold nearly 50% of our outstanding shares to discuss topics including business strategy and priorities, executive succession planning, board composition and refreshment, executive compensation and sustainability practices. The feedback received during these meetings is an important contribution to boardroom conversations and decision-making. We look forward to your continued input, and we thank you for the opportunity to serve General Mills on your behalf.

August 13, 2018

Sincerely,

R. Kerry Clark

Independent Lead Director

Table of Contents

NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

Dear Fellow Shareholder:

The Annual Meeting of Shareholders of General Mills, Inc. will be held on Tuesday, September 25, 2018, at 8:30 a.m., Central Daylight Time, at the Hotel Ivy in downtown Minneapolis at 201 South Eleventh Street, Minneapolis, Minnesota. Shareholders will be asked to:

1. Elect as directors the 11 nominees named in the attached Proxy Statement;
2. Cast an advisory vote on executive compensation;
3. Ratify the appointment of KPMG LLP as General Mills independent registered public accounting firm for our fiscal year ending May 26, 2019;
4. Act on one shareholder proposal, if properly presented at the meeting; and
5. Transact any other business that properly comes before the meeting.

The record date for the Annual Meeting is July 27, 2018. If you held General Mills stock at the close of business on that date, you are entitled to vote at the Annual Meeting.

To attend the Annual Meeting, you will need an admission ticket and may be required to provide valid photo identification. You can print an admission ticket by following the instructions at www.proxyvote.com. The use of cell phones and any other recording devices is strictly prohibited at the Annual Meeting.

Your vote is important. We encourage you to vote by proxy, even if you plan to attend the meeting.

August 13, 2018

Voting Methods

By Internet

using your

computer

On the internet at www.proxyvote.com and then follow the instructions.

By Internet

using your

tablet or

On your mobile device by scanning the QR Barcode on your proxy card, Notice of Internet Availability of Proxy Materials, or voting instruction form.

smartphone

Calling toll-free (U.S. and Canada)

By telephone

800-690-6903.

By mailing

Mailing in your signed proxy card or voting instruction form (if you received one).

your proxy

card

By casting

In person at the Annual Meeting.

your vote in

person

Sincerely,

Richard C. Allendorf

Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL

MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 25, 2018

Our Notice of 2018 Annual Meeting of Shareholders, Proxy Statement and Annual Report to Shareholders

are available on the General Mills website at www.generalmills.com in the Investors section.

iv GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents**Agenda and Voting Recommendations****1 Proposal Number 1: Election of Directors**

ü The board of directors unanimously recommends a vote FOR each director nominee.

The 11 director nominees presented in this proposal are recommended for election to the board of directors. Additional information about each director and his or her qualifications may be found beginning on page 12.

Name	Director			Committee Memberships					
	Age	Since	Primary Occupation	Independent	AC	CC	CGC	FC	PRC
Alicia Boler Davis	49	2016	Executive Vice President of Global Manufacturing at General Motors Company	ü					
R. Kerry Clark «	66	2009	Retired Chairman and Chief Executive Officer of Cardinal Health, Inc.	ü					
David M. Cordani	52	2014	President and Chief Executive	ü					

Officer of Cigna
Corporation

Roger W. Ferguson Jr.	66	2015	President and Chief Executive	ü
			Officer of TIAA	

Jeffrey L. Harmening	51	2017	Chairman and Chief Executive	
			Officer of General Mills, Inc.	

Maria G. Henry	52	2016	Senior Vice President and Chief	
			Financial Officer of Kimberly-Clark Corporation	ü

Heidi G. Miller	65	1999	Retired President of JPMorgan International, J.P. Morgan Chase & Co.	ü
------------------------	----	------	--	-------------------

Steve Odland	59	2004	President and Chief Executive	ü
			Officer of the Conference Board	

Maria A. Sastre	63	2018	Retired President and Chief	
			Operating Officer of Signature	ü
			Flight Support Corporation	
Eric D. Sprunk	54	2015	Chief Operating Officer of	ü
			NIKE, Inc.	
Jorge A. Uribe	61	2016	Retired Global Productivity and	
			Organization Transformation	ü
			Officer of The Procter & Gamble Company	

« Independent Lead Director **AC:** Audit Committee **CC:** Compensation Committee

CGC: Corporate Governance Committee **FC:** Finance Committee **PRC:** Public Responsibility Committee

Committee Chairperson Committee Member Financial Expert

Table of Contents

2 Proposal Number 2:

Advisory Vote on Executive Compensation

ii The board of directors unanimously recommends a vote FOR the resolution.

Additional information about executive compensation may be found beginning on page 33.

3 Proposal Number 3:

Ratify Appointment of the Independent Registered Public Accounting Firm

ii The board of directors unanimously recommends a vote FOR the resolution.

Additional information about the independent registered public accounting firm may be found beginning on page 60.

4 Proposal Number 4:

Shareholder Proposal for Report on Pesticide Use in Our Supply Chain and its Impacts on Pollinators

ii The board of directors unanimously recommends a vote AGAINST the proposal.

Additional information about this proposal may be found beginning on page 63.

vi **GENERAL MILLS, INC.** - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement*

Table of Contents**Table of Contents**

<u>PROXY STATEMENT SUMMARY</u>	1
<u>PROPOSAL NUMBER 1 ELECTION OF DIRECTORS</u>	7
<u>CORPORATE GOVERNANCE</u>	18
<u>Our Board's Key Responsibilities</u>	18
<u>Board Leadership Structure</u>	20
<u>Sustainability and Corporate Social Responsibility</u>	21
<u>Board Committees and Their Functions</u>	24
<u>Board Independence and Related Person Transactions</u>	26
<u>Codes of Conduct for Directors and Employees</u>	27
<u>Shareholder Director Nominations</u>	27
<u>Communications with the Board</u>	28
<u>DIRECTOR COMPENSATION</u>	29
<u>Director Compensation for Fiscal 2018</u>	30
<u>OWNERSHIP OF GENERAL MILLS COMMON STOCK BY DIRECTORS, OFFICERS AND CERTAIN BENEFICIAL OWNERS</u>	31
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	32
<u>PROPOSAL NUMBER 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	33
<u>EXECUTIVE COMPENSATION</u>	34
<u>Compensation Discussion and Analysis</u>	34
<u>Compensation Committee Report</u>	46
<u>Summary Compensation Table</u>	46
<u>Grants of Plan-Based Awards for Fiscal 2018</u>	48
<u>Outstanding Equity Awards at 2018 Fiscal Year-End</u>	49
<u>Option Exercises and Stock Vested for Fiscal 2018</u>	51
<u>Pension Benefits</u>	52
<u>Other Retirement Savings Plans</u>	53
<u>Nonqualified Deferred Compensation</u>	54
<u>Potential Payments Upon Termination or Change in Control</u>	55
<u>PROPOSAL NUMBER 3 RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	60
<u>Independent Registered Public Accounting Firm Fees</u>	61
<u>Audit Committee Report</u>	61
<u>PROPOSAL NUMBER 4 SHAREHOLDER PROPOSAL FOR REPORT ON PESTICIDE USE IN OUR SUPPLY CHAIN AND ITS IMPACT ON POLLINATORS</u>	63
<u>GENERAL INFORMATION</u>	66
<u>Other Business</u>	66
<u>Questions and Answers About the 2018 Annual Meeting and Voting</u>	66
<u>Solicitation of Proxies</u>	69
<u>Delivery and Viewing of Proxy Materials</u>	69
<u>Annual Reports</u>	70
Table of Contents	17

Your Vote is Important!

70

APPENDIX A NON-GAAP FINANCIAL MEASURES

A-1

2018 ANNUAL MEETING INFORMATION

BACK COVER

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* vii

Table of Contents

PROXY STATEMENT SUMMARY

This summary highlights information contained in the Proxy Statement. This summary does not contain all of the information you should consider, and you should read the entire Proxy Statement before voting. For more information regarding the company's fiscal 2018 performance, please review the company's Annual Report on Form 10-K for the year ended May 27, 2018.

Business and Strategic Overview

At General Mills we remain committed to our **Consumer First** strategy, and our focus is always on our consumers. This means working diligently to understand our consumers' needs and adapting our

portfolio of market-leading brands to deliver what they want. When we do this effectively, we are able to drive strong performance throughout our business.

GENERAL MILLS STRATEGIC FRAMEWORK

In fiscal 2018 we established **three global growth priorities** that are critical to restoring sustainable topline growth for General Mills: (1) **compete** effectively across all brands and geographies with compelling innovation and consumer news; (2) **accelerate** our four differential

growth platforms: *Häagen-Dazs* ice cream, snack bars, *Old El Paso* Mexican food and our portfolio of natural and organic food brands; and (3) **reshape** our portfolio for stronger growth through strategic acquisitions and divestitures.

Long-Term Growth Model

Our long-term growth model is designed to achieve our goal of delivering market-leading performance. We believe our businesses can generate low single-digit organic net sales growth, mid single-digit total segment operating profit growth on a constant-currency basis and high single-digit growth in adjusted diluted earnings per share on a constant-currency basis. Combined with a dividend yield between 2 and 3 percent, this performance should deliver double-digit returns to

shareholders over the long term. We are strategically managing our topline growth with our focus on our Consumer First strategy while also working to expand our operating profit margin. We believe the combination of consumer-led sales growth and margin-enhanced earnings per share growth, while maintaining discipline on cash management, will drive top-tier performance for our shareholders over the long term.

Table of Contents**PROXY STATEMENT SUMMARY****LONG-TERM GROWTH MODEL**

Growth Factor	Compound Growth Rate
Organic Net Sales	Low single-digit
Total Segment Operating Profit (on a constant-currency basis)	Mid single-digit
Adjusted Diluted Earnings per Share (on a constant-currency basis)	High single-digit
Dividend Yield	2 to 3 percent
Total Shareholder Return	Double-digit

Performance Highlights for Fiscal 2018

Fiscal 2018 represented an important step in returning our business to sustainable topline growth. We made significant progress toward competing more effectively, with strong innovation, marketing, and in-store execution driving positive organic net sales growth in each of our last three fiscal quarters. As a result, our full-year organic net sales growth finished ahead of our target and improved by 400 basis points versus the prior year. We developed strategic growth plans for our Accelerate businesses and began to execute against them in the latter part of the fiscal year. We also moved to reshape our portfolio for future growth with the acquisition of Blue Buffalo Pet Products, a fast-growing, highly-profitable business that is leading the transformation of the U.S. pet food category. While our full-year profit results fell short of our initial plans, we finished fiscal 2018 delivering growth in net sales, total segment operating profit, adjusted operating profit margin, and adjusted diluted EPS in the fourth quarter.

Net sales increased 1 percent, while organic net sales matched year-ago levels*.

Diluted earnings per share were \$3.64 compared to \$2.77 in fiscal 2017. Adjusted diluted earnings per share, which excludes certain items affecting comparability of results, increased one percent to \$3.11. Excluding the impact of foreign exchange, adjusted diluted earnings per share essentially matched fiscal 2017 results*.

We maintained a disciplined focus on cash generation, resulting in significant growth in cash provided by operating activities and free cash flow*. In fiscal 2018, we returned \$1.7 billion to shareholders through net share repurchases and dividends.

We generated substantial savings from Holistic Margin Management, our long-term initiative to manage costs and protect gross margin, and reached our expected annualized savings goal of \$700 million in fiscal 2018, compared to the fiscal 2015 base, from recent restructuring actions. However, these results were not enough to offset heightened input cost inflation, increases in other costs impacting cost of sales, and higher merchandising expense.

We made investments to accelerate our differential growth platforms and expanded our capabilities in E-commerce and Strategic Revenue Management, which are critical to future growth.

* Organic net sales, adjusted diluted earnings per share and free cash flow are non-GAAP measures. For more information on the use of non-GAAP measures in the Proxy Statement, and a reconciliation of non-GAAP measures to the most directly comparable GAAP measures, see Appendix A.

Board Composition and Leadership

Board Composition

Our board takes an active and thoughtful approach to board refreshment and is focused on building and maintaining a diverse board with skills and experiences that support our long-term strategies and board responsibilities. Since 2014, we have appointed seven new independent directors. Most recently, Maria A. Sastre was appointed to the board in June 2018. In addition to her international business and marketing

expertise, Ms. Sastre also brings significant consumer-facing executive and public company board experience to our board.

Each of our directors has experience leading large, complex organizations. These experiences are particularly valuable in evaluating and considering key strategic decisions, setting priorities and critically evaluating performance. Importantly, many of our

2 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

[Table of Contents](#)**PROXY STATEMENT SUMMARY**

directors have backgrounds in consumer packaged goods, retail and other consumer-facing businesses that enable the board to guide management in a rapidly changing business, marketing and product innovation environment. The board also possesses significant financial and accounting expertise that ensures the critical evaluation of strategic actions, strong oversight of performance and careful attention to financial

disclosures. Additionally, many directors have held international executive positions leading global businesses or segments. These directors provide helpful insights to board discussions as we continue to grow and expand our global operations. See pages 9 – 10 for additional detail on director skills and board refreshment.

As set forth below, our director nominees exhibit a balanced mix of tenure, age, independence, diversity and skills:

Skills and Experiences Support Our Long-term Strategy

Senior Executive Leadership	Industry Focus	Accounting & Financial Expertise
Government / Public Policy	Global Experience	Governance
Innovation	Marketing / E-Commerce	Health & Wellness

Strong and Independent Board Leadership

Our leadership structure was purposefully designed and chosen by the independent directors to ensure effective board oversight of management and the affairs of the company while providing clear leadership for the broader organization. We have a strong Independent Lead Director whose responsibilities include reviewing and approving in advance the agenda and content for each board meeting, leading the executive session of independent directors at every board meeting and

communicating directly with the Chairman and Chief Executive Officer concerning board matters. Strong oversight of management is further supported by the independence of the board. Ten of the current eleven directors are independent, and the standing committees of the board are each composed entirely of independent directors, including the committee chairs. A more detailed discussion of our board leadership can be found on pages 20 – 21.

Table of Contents

PROXY STATEMENT SUMMARY

Executive Compensation Highlights

Our executive compensation program is designed to incent our Named Executive Officers (NEOs) to pursue strategies and execute priorities that promote growth and deliver strong returns to shareholders. The core elements of our NEOs Total Direct Compensation (TDC) consist of base salary, annual incentive and long-term incentive. Target TDC for each NEO is

benchmarked to the median of our peers. Each element of annual and long-term incentive compensation is tied to performance and closely linked to our strategy, long-term growth model, financial objectives and ultimately to Total Shareholder Return (TSR) and continued value creation for our shareholders.

Total Direct Compensation Element	Pay Element	Performance Measure	Strategy & Performance Alignment
Base Salary	Cash	<ul style="list-style-type: none"> ü Individual performance and competency reflected in position of salary in relation to external market 	<ul style="list-style-type: none"> ü Reflects base salaries positioned within a reasonable range of market median based on individual performance and contributions
Annual Incentive	Cash-based award	Corporate Performance (80%)	
		<ul style="list-style-type: none"> ü Organic net sales growth ü Total segment operating profit growth ü Adjusted diluted EPS growth 	<ul style="list-style-type: none"> ü Rewards and recognizes annual accomplishment of key financial objectives ü Corporate performance measures aligned with Long-Term Growth Model
		Individual Performance (20%)	
Long-Term Incentive	Performance	Three-year measurement period	
		<ul style="list-style-type: none"> ü Average organic net sales growth ü Cumulative free cash flow 	<ul style="list-style-type: none"> ü Corporate Performance Modifier (+/- 20%) may be used by the board to adjust for performance relative to peers ü Performance metrics align with key elements for delivering growth and strong TSR

<p style="text-align: center;">Share Units (1/3)</p>	
<p style="text-align: center;">Stock Options (1/3)</p>	<p>ü Ultimate value tied to stock price appreciation</p>
<p style="text-align: center;">Restricted Stock Units (1/3)</p>	<p>ü Ultimate value tied to TSR</p>

A significant portion of NEO pay is at risk and dependent on future company performance. Achievement of target compensation from these awards requires sustained competitive performance on

rigorous annual and three-year corporate performance measures established in the annual corporate operating plan and approved by the board at the beginning of each fiscal year.

CEO PAY MIX AT TARGET

**OTHER NAMED EXECUTIVE OFFICER PAY MIX
AT TARGET**

4 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents

PROXY STATEMENT SUMMARY

2018 Compensation Decisions and Alignment of Pay and Performance

Our performance in fiscal 2018 was mixed. While organic net sales finished ahead of plan, our results on total segment operating profit and adjusted diluted earnings per share fell short of our targets. This performance is reflected in our executive management team's TDC, with annual cash incentives paid below target and a reduction in the value of outstanding long-term incentive awards.

Annual Incentive Award Payout: The annual incentive award for our Chief Executive Officer was 61% of his annual incentive award target. The other NEOs received annual incentive awards ranging from 61% to 69% of their annual incentive award targets.

ANNUAL INCENTIVE ALIGNMENT WITH PERFORMANCE

Performance Share Unit Three-Year Performance Achievement: The performance period for fiscal 2016 – fiscal 2018 PSUs was completed this year. The award achievement percentage for this tranche of PSUs was 66% of the PSU award target.

LONG-TERM INCENTIVE ALIGNMENT WITH PERFORMANCE

Corporate Governance and Compensation Practices

At General Mills, we are committed to following corporate governance and compensation practices that promote the long-term interest of our shareholders, facilitate strong oversight of our corporate strategy and performance and reinforce board and management accountability to our shareholders.

We have a longstanding practice of engaging in ongoing, open dialogue with our shareholders, including the participation of our management team and members of the board. The board considers investor feedback as it reviews

our governance and compensation practices, and in the past several years has made enhancements that reflect shareholder input and align us with best practices. In fiscal 2018, our

management team reached out to holders representing more than 54% of our outstanding shares and 66% of our institutional ownership, and members of our management and the board met with holders representing approximately 47% of our outstanding shares and 64% of our institutional ownership to discuss various matters, including company strategy, compensation, governance practices, sustainability and board refreshment and diversity.

We are proud of our long-standing history of shareholder engagement and commitment to maintaining strong corporate governance and compensation practices.

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* **5**

Table of Contents

PROXY STATEMENT SUMMARY

Corporate Governance Practices	Compensation Practices
ü Independent and diverse board of directors	ü Significant alignment between pay and performance
ü Strong Independent Lead Director with authority to approve board meeting agendas	ü PSUs granted to all NEOs and other company officers
ü CEO and management succession planning	ü Quantitative company performance measures
ü Active shareholder engagement program with regular board updates	ü Clawback policy
ü Comprehensive director nomination process and substantive annual board evaluations	ü Rigorous stock ownership requirements
ü Proxy access by-law	ü Tally sheets reviewed in connection with compensation decisions
ü Executive sessions for independent directors at each board meeting	ü Annual risk assessment of pay programs
ü Board and committee agendas developed annually to address core responsibilities	ü Annual say-on-pay vote
ü Enterprise risk management processes at board and committee levels	ü Direct engagement with shareholders
ü Extensive oversight of sustainability and public policy issues impacting our business	ü Double-trigger change in control vesting provisions
	ü Fully independent compensation consultant
	ü Executive session at each compensation committee meeting
	ü No employment contracts for NEOs
	ü No officer or director hedging or pledging of company stock
	ü No excise tax gross-ups
	ü No payment of dividend equivalents on unvested shares or options

The board of directors of General Mills, Inc. (referred to as General Mills, we, our, us or the company) is soliciting proxies for use at the Annual Meeting of Shareholders to be held on September 25, 2018. This Proxy Statement summarizes the information you need to know to vote at the Annual Meeting. You do not need to attend the Annual Meeting to vote your shares.

We first mailed or made available the proxy materials on or about August 13, 2018. Certain sections of this Proxy Statement reference or refer you to materials posted on our website, www.generalmills.com. These materials and our website are not incorporated by reference in, and are not part of, this Proxy Statement.

6 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

Director Nomination Process

Our board follows an annual director nomination process that promotes thoughtful and in-depth review of overall board composition and director nominees throughout the year. At the beginning of the process, the corporate governance committee reviews current board composition and considers search priorities for any new director candidates. The board's skills and experience are reviewed annually to confirm that the traits, attributes and qualifications of our directors are well-aligned with the long-term strategy of the company and continue to promote effective board performance. The corporate governance committee reviews incumbent director candidates, evaluates any changes in circumstances that may impact their candidacy and considers information from the board evaluation process. Upon a recommendation from the corporate

governance committee, the board of directors approves the nomination of director candidates for election at the annual shareholders' meeting.

The corporate governance committee identifies potential new director candidates using a search firm that is paid a fee for its services, together with referrals and suggestions from board members and shareholders. The committee interviews potential director candidates to confirm their qualifications, interest and availability for board service. This year, with the help of its search firm, the corporate governance committee identified one new director candidate, Maria A. Sastre, who was appointed by the board to serve as a director effective June 1, 2018.

ANNUAL DIRECTOR NOMINATION PROCESS

Table of Contents**PROPOSAL NUMBER 1 ELECTION OF DIRECTORS****Annual Board Evaluation Process**

The board recognizes that a robust and constructive evaluation process is an essential part of good corporate governance and board effectiveness. The evaluation processes utilized by the board are designed to assess board and committee effectiveness as well as individual director performance and contribution levels. The corporate governance committee considers the results of the annual evaluations in connection with its review of director nominees to ensure the board continues to operate effectively. The evaluation results

are also used to provide feedback to individual directors. In fiscal 2018, the board utilized the services of a third-party corporate governance expert to conduct individual director interviews. These interviews yielded valuable information for the Chairman, Independent Lead Director and corporate governance committee to consider during the board evaluation process and on a go-forward basis to enhance board effectiveness.

Our evaluation process consists of the following components:

BOARD EVALUATIONS

<i>Performed By</i>	All Directors	Senior Management	Independent Lead Director	Independent Consultant
<i>Frequency</i>	Annual	Annual	Annual (except if independent consultant is used)	Every 3-4 years
<i>Process</i>	Board members complete written board self-evaluations which: (a) provide for quantitative ratings of key board priorities and the operation of the board and (b) seek subjective feedback on areas for improvement.	Members of senior management who regularly interact with the board and/or its committees complete a written survey to provide input and perspective on the operation of the board.	The Independent Lead Director interviews each board member to elicit additional in-depth feedback on board and individual director performance that is not always available through the written evaluations.	A third-party governance expert conducts in-depth interviews with each director. The use of a third-party facilitator provides an outside perspective on board culture and individual director performance.

ii The Chairman, Independent Lead Director and corporate governance committee chair review and discuss the results.

- Results**
- ü The Independent Lead Director reviews a summary of the results with the full board, and changes are implemented as appropriate.
 - ü For third-party reviews, the Chairman, Independent Lead Director and corporate governance committee chair review and discuss the results with the third-party reviewer to identify feedback to the board on how it can enhance its effectiveness.
 - ü The corporate governance committee reviews any concerns or issues regarding individual director performance and takes appropriate action if necessary.

COMMITTEE EVALUATIONS

Performed By	All Members of the respective Committees
Frequency	Annual
Process	Committee members complete committee self-evaluations which: (a) provide for quantitative ratings of each board committee and (b) seek subjective feedback on areas for committee improvement.
Results	<ul style="list-style-type: none"> ü The Chairman, Independent Lead Director and corporate governance committee chair review and discuss the results and take appropriate action if necessary. ü Each committee discusses the survey results and the committee chairs present the results to the full board for its consideration and discussion.

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

Board Refreshment and Director Succession Planning

We plan thoughtfully for director succession and board refreshment. By developing and following a long-range succession plan, the board has an ongoing opportunity to:

Evaluate the depth and diversity of experience of our board;

Expand and replace key skills and experience that support our strategies;

Build on our record of board diversity; and

Maintain a balanced mix of tenures.

Over the course of the last four years, we have added seven new independent directors who reflect these priorities.

The corporate governance committee also plans for the orderly succession of the Independent Lead Director and of chairs for the board's five committees, providing for their identification, development and transition of responsibilities. In fiscal 2018, we appointed new chairs for the board's compensation, finance and public responsibility committees.

Board Composition and Diversity

Bringing together informed directors with different perspectives, in a well-managed and constructive environment, fosters thoughtful and innovative decision making. We have a policy of encouraging diversity of gender, ethnicity, age and background, as well as a

range of tenures on the board to ensure both continuity and fresh perspectives among our director nominees. Our director nominee slate exhibits a balanced mix of tenures and age, and independent and diverse leadership:

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* **9**

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

Board Skills, Qualifications and Experience

The director nominees possess the qualifications, skills and experiences necessary to successfully guide and oversee the company’s long-term strategy and priorities. Each of our directors has experience leading large, complex organizations. These experiences are particularly valuable in evaluating and considering key strategic decisions, setting priorities and critically evaluating performance. Importantly, many of our directors have backgrounds in consumer packaged goods, retail and other consumer-facing businesses that enable the board to guide management in a rapidly changing business, marketing and product innovation environment. The board also possesses significant financial and accounting expertise that ensures the critical evaluation of strategic actions, strong oversight of performance and careful attention to financial disclosures. Additionally, many directors have held international executive positions leading global businesses or segments. These directors provide helpful insights to board discussions as we continue to grow and expand our global operations. Board experience, governance and public policy skills are also key strengths of several of our directors and are important for the effective operation of the board and oversight of the company. While we consider deep and diverse experience to be a strength of the board, we consider the following skills and experiences to be particularly valuable in supporting the company’s strategies and fulfilling the board’s responsibilities:

Senior Executive Leadership	We believe that directors who have served as CEOs or senior executives are in a position to challenge management and contribute practical insight into business strategy and operations. Our directors provide sources of market intelligence, analysis and relationships that benefit the company.
Industry Focus	As a company that relies on the strengths of our branded products, we seek directors who are familiar with the consumer packaged goods and retail industries. These directors help guide the company in assessing trends and external forces in these industries.
Accounting and Financial Expertise	A strong understanding of accounting and finance is important for ensuring the integrity of our financial reporting and critically evaluating our performance. Our directors have significant accounting experience, corporate finance expertise and financial reporting backgrounds.
Global Experience	A significant portion of the company’s growth depends on its success in markets outside the U.S. Directors with a global perspective help us make decisions on our strategic expansion into international markets.
Governance Expertise	A deep understanding of the board’s duties and responsibilities enhances board effectiveness and ensures independent oversight that is aligned with shareholder interests.
Marketing/E-Commerce Experience	Organic sales growth is one of our key financial metrics and directors with marketing expertise provide important perspectives on developing new markets and growing current markets. Sales and marketing expertise in e-commerce and mobile platforms is also vital to our growth and success in these channels.
Innovation	

Health and Wellness

**Government/Public
Policy Expertise**

Innovation is a core focus for the company and is critical in helping us continue to develop and deploy successful products to meet the demands and preferences of our consumers.

A thorough understanding of the health and wellness trends among our consumers provides management and the board with insights into potential product enhancements and offerings.

Directors with governmental and policymaking experience play an increasingly important role on our board as our business becomes more heavily regulated and as our engagement with stakeholders continues to expand.

Each non-employee director is required to demonstrate: independence; integrity; experience and sound judgment in areas relevant to our businesses; a proven record of accomplishment; willingness to speak one's mind; ability to commit sufficient time to the board; appreciation for the long-term interests of shareholders; the ability to challenge and stimulate management; and the ability to work well with fellow directors.

10 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

2018 Director Nominees

Our by-laws provide that the number of directors shall be determined by the board, which has set the number of directors at 11. Upon the recommendation of the corporate governance committee, the board has nominated all of the current directors to stand for re-election. All of the nominees are independent under New York Stock Exchange (NYSE) corporate governance rules, except Chairman and Chief Executive Officer Jeffrey L. Harmening. See Board Independence and Related Person Transactions beginning on page 26.

Our directors are elected annually by a majority of votes cast, to enhance their accountability to shareholders. If an incumbent director is not re-elected, the director must promptly offer his or her resignation to the board. The corporate governance committee will recommend to the board whether to accept or reject the resignation, and the board will disclose its decision and the rationale behind it within 90 days from the certification of the election results. If there are more director nominees than the number of directors to be elected, the directors will be elected by a plurality of the votes cast.

Each of the director nominees currently serves on the board and was elected by the shareholders at the 2017 Annual Meeting of Shareholders, except for Maria A.

Sastre who, with the help of its search firm, was identified by the corporate governance committee as a new director candidate and elected as a director by the board.

If elected, each director will hold office until the 2019 Annual Meeting of Shareholders and until his or her successor is elected and qualified. We have no reason to believe that any of the nominees will be unable or unwilling to serve if elected. However, if any nominee should become unable for any reason or unwilling for good cause to serve, proxies may be voted for another person nominated as a substitute by the board, or the board may reduce the number of directors.

Included in each director nominee s biography below is a description of select key qualifications and experiences of such nominee based on the skills and qualifications described above. The board and the corporate governance committee believe that the combination of the various qualifications and experiences of the director nominees will contribute to an effective and well-functioning board and that, individually and as a whole, the director nominees possess the necessary qualifications to provide effective oversight of the business and counsel to the company s management to advance our long-term strategy and oversee the interests of our shareholders.

The board of directors unanimously recommends a vote FOR the election of each of the director nominees.

Table of Contents**PROPOSAL NUMBER 1 ELECTION OF DIRECTORS*****Alicia Boler Davis*****Age:** 49**Committees:** Finance; Public Responsibility (Chair)**Independent Director Since:** December 2016

Alicia Boler Davis is Executive Vice President of Global Manufacturing at General Motors Company, a global automotive company. Ms. Boler Davis joined General Motors in 1994 as a manufacturing engineer and has held a variety of positions of increasing responsibility during her career including Vice President, Customer Experience and Senior Vice President, Global Quality and Customer Experience. Prior to joining General Motors, Ms. Boler Davis held engineering positions at The Upjohn Company and PepsiCo, Inc.

Contributions to the Board:

As the current Executive Vice President of Global Manufacturing and the former Senior Vice President of Global Quality and Customer Experience at a global, consumer-facing automotive company, Ms. Boler Davis brings significant operating, marketing, and brand-building experience to the board.

Her global and regional management experiences overseeing major manufacturing facilities and improving customer experiences are a source of valuable insight for enhancing consumer-focused innovation and enhancing supply chain operations.

As the head of Global Manufacturing, Ms. Boler Davis also provides real time global perspectives on manufacturing and operational advances and innovations that enhance the board's perspective on these issues.

R. Kerry Clark, Independent Lead Director**Age:** 66**Committees:** Corporate Governance; Finance**Independent Director Since:** 2009**Other Public Directorships:** Avnet, Inc.; Anthem, Inc. (formerly Wellpoint, Inc.); Textron, Inc.

R. Kerry Clark served as Chairman and Chief Executive Officer of Cardinal Health, Inc., a provider of health care products and services, until his retirement in 2009. Mr. Clark joined Cardinal Health in 2006 as President and Chief Executive Officer and became Chairman in 2007. Prior to that, Mr. Clark had been with The Procter & Gamble Company, a consumer products company, since 1974. There, he held various positions including President of P&G Asia; President, Global Market Development and Business Operations; and from 2004 to 2006, Vice Chairman of the Board.

Contributions to the Board:

As our Independent Lead Director, Mr. Clark draws on his business leadership, corporate strategy and governance expertise to provide strong, independent board leadership and to ensure board effectiveness by fostering active discussion and collaboration among the independent directors and serving as an effective liaison with management.

With a strong background in consumer packaged goods and health care products, he brings to the board extensive experience in launching new products, brand-building, marketing, and partnering with customers across sales channels.

Mr. Clark also lends a global business perspective, developed through his leadership of global business operations at Procter & Gamble.

12 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents**PROPOSAL NUMBER 1 ELECTION OF DIRECTORS*****David M. Cordani*****Age:** 52**Independent Director Since:** 2014**Committees:** Audit; Compensation (Chair)**Other Public Directorships:** Cigna Corporation

David M. Cordani is President and Chief Executive Officer of Cigna Corporation, a global health insurance and health services company. Mr. Cordani joined Cigna in 1991 and has held a variety of finance and operating positions, including Chief Financial Officer for Cigna HealthCare and President and Chief Operating Officer for Cigna Corporation. He was named Chief Executive Officer of Cigna Corporation in 2009. Prior to joining Cigna, he held several senior staff positions at Coopers & Lybrand, an accounting firm.

Contributions to the Board:

From his tenure as Chief Executive Officer of Cigna Corporation, Mr. Cordani is attuned to the challenges of operating and growing a consumer-facing, S&P 500 company in a highly regulated industry. Mr. Cordani brings current insights on business leadership, strategic planning and corporate governance.

His career-long experience in the health services industry enables him to contribute insights on emerging health and wellness trends and their potential impact on businesses and consumers.

Mr. Cordani's background as a certified public accountant and chief financial officer provides significant risk management and financial expertise to the audit committee. He is one of our audit committee financial experts.

Roger W. Ferguson Jr.**Age:** 66**Independent Director Since:** 2015**Committees:** Corporate Governance; Finance (Chair)**Other Public Directorships:** Alphabet Inc.;
International Flavors &
Fragrances, Inc.

Roger W. Ferguson Jr., has served as President and Chief Executive Officer of TIAA (formerly TIAA-CREF), a financial services firm, since 2008. Prior to joining TIAA, Mr. Ferguson served as the Chairman of Swiss Re America Holding Corporation, a global reinsurance company, from 2006 to 2008. Mr. Ferguson has also served in various

policy-making positions, including as Vice Chairman of the Board of Governors of the U.S. Federal Reserve System from 1999 to 2006. From 1984 to 1997, Mr. Ferguson was an associate and partner at the consulting firm McKinsey & Company.

Contributions to the Board:

As the Chief Executive Officer of TIAA, a major financial services company and institutional investor, Mr. Ferguson provides valuable insights and investor perspective on matters of company strategy, performance and corporate governance.

Mr. Ferguson also brings significant financial and capital markets expertise to the board and finance committee.

With a career that includes management consulting, significant public policy roles, executive leadership and board service, he is well-positioned to enhance the board's strategic discussions and strong governance.

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* **13**

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

Jeffrey L. Harmening

Age: 51

Director Since: June 2017

Jeffrey L. Harmening is Chairman and Chief Executive Officer of General Mills, Inc. Mr. Harmening joined General Mills in 1994 and has served in a variety of positions before becoming Vice President of Marketing for Cereal Partners Worldwide (CPW), the company s joint venture with Nestlé based in Switzerland, in 2003. Mr. Harmening served as Vice President and Senior Vice President of the Big G cereal division from 2007 to 2012, and Senior Vice President, Chief Executive Officer of CPW from 2012 to 2014. From 2014 to 2016, he served as Executive Vice President, Chief Operating Officer, U.S. Retail. Mr. Harmening was appointed President and Chief Operating Officer of General Mills in 2016, Chief Executive Officer in 2017 and Chairman in 2018.

Contributions to the Board:

With over 20 years of service at General Mills in a variety of senior leadership roles across several business categories, Mr. Harmening s deep knowledge of the company s business and the markets in which we operate position him well to serve as our Chairman and Chief Executive Officer.

Prior to his appointment as Chief Executive Officer, Mr. Harmening served in a number of key management and operational roles in the company s North America Retail division.

He also spent six years abroad focusing on our international operations, including two years as Chief Executive Officer of CPW.

Maria G. Henry

Age: 52

Independent Director Since: 2016

Committees: Audit, Compensation

Maria G. Henry has been Senior Vice President and Chief Financial Officer of Kimberly-Clark Corporation since April 2015. Prior to that, she was Executive Vice President and Chief Financial Officer of Hillshire Brands, formerly known as Sara Lee Corporation, from 2012 to 2014. Ms. Henry was the Chief Financial Officer of Sara Lee s North

American Retail and Foodservice business from 2011 to 2012. Prior to Sara Lee, she held various senior leadership positions in finance and strategy in three portfolio companies of Clayton, Dubilier, and Rice, most recently as Executive Vice President and Chief Financial Officer of Culligan International from 2005 to 2011. Ms. Henry also held senior finance roles in several technology companies, and she began her career at General Electric.

Contributions to the Board:

Ms. Henry brings significant accounting, auditing and financial reporting expertise to the board and audit committee. She is one of our audit committee financial experts.

As an active Chief Financial Officer of a global company who is directly responsible for finance, accounting, real estate and investor relations, Ms. Henry offers capital markets expertise and current insights on public company financial, governance and leadership matters.

Ms. Henry's consumer products background and experience make her well-positioned to critically and thoughtfully review and guide company strategy.

14 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents**PROPOSAL NUMBER 1 ELECTION OF DIRECTORS*****Heidi G. Miller*****Age:** 65**Independent Director Since:** 1999**Committees:** Audit (Chair); Finance**Other Public Directorships:** First Data Corporation;
HSBC Holdings plc;
The Progressive Corporation
(2011 - 2014)

Heidi G. Miller served as President of JPMorgan International, a division of global financial services firm J.P. Morgan Chase & Co., from 2010 until her retirement in 2012. She served as Executive Vice President, chief executive officer Treasury & Security Services, of J.P. Morgan Chase & Co. from 2004 to 2010. From 2002 to 2004, Ms. Miller served as Executive Vice President and Chief Financial Officer of Bank One Corporation. Previously, she had been Chief Financial Officer of Citigroup Inc.

Contributions to the Board:

Ms. Miller's extensive senior executive experience in the banking and financial industry, together with her public company board service, provide strong, independent leadership, experience leading complex organizations and critical evaluation of strategic priorities and investments.

Ms. Miller possesses significant experience in banking and finance in emerging markets. She spent 13 years with the Latin America Division of Chemical Bank, serving most recently as managing director and head of the emerging markets structured finance group. As head of Treasury & Security Services at JPMorgan Chase, she led the successful launch of a variety of new products and the group's global expansion, particularly in Asia. As President of JPMorgan International, she focused on growth in emerging markets and expanding the bank's global corporate bank.

Ms. Miller's financial expertise and risk management skills are valuable assets to the board, the audit committee and the finance committee. She is one of our audit committee financial experts and serves as the chair of our audit committee.

Steve Odland**Age:** 59**Independent Director Since:** 2004**Committees:** Compensation; Corporate Governance
(Chair)

Steve Odland is the President and Chief Executive Officer of the Conference Board. From 2013 to June of 2018, Mr. Odland was President and Chief Executive Officer of the Conference Board's public policy affiliate, the Committee for Economic Development. From 2011 to 2012, he was an Adjunct Professor in the graduate school of business at Lynn University and at Florida Atlantic University. Mr. Odland served as Chairman and Chief Executive Officer of Office Depot, Inc., an office merchandise retailer, from 2005 until 2010. From 2001 to 2005, he was Chairman and Chief Executive Officer of AutoZone, Inc., an auto parts retailer. Prior to that, he served as President and Chief Executive Officer of Tops Markets, Inc., a U.S. food retailer, from 1998 to 2000, and as President of the Foodservice Division of Sara Lee Bakery from 1997 to 1998. He was employed by The Quaker Oats Company from 1981 to 1996. Mr. Odland is also currently a Senior Advisor at Peter J. Solomon Company, and a CNBC contributor.

Contributions to the Board:

As the former Chairman and Chief Executive Officer at Office Depot and AutoZone and past President and Chief Executive Officer of Tops Markets, Mr. Odland brings business leadership and strategic planning skills, retail expertise and an operating background to the board.

He provides valuable insights into consumer products marketing, brand-building, Internet marketing and sales, food service and international management from his executive roles in the food industry at Tops Markets, Quaker Oats and Sara Lee.

Mr. Odland also lends expertise on public policy and corporate governance from his experience as President and Chief Executive Officer of the Conference Board.

Table of Contents**PROPOSAL NUMBER 1 ELECTION OF DIRECTORS*****Maria A. Sastre*****Age:** 63**Director Since:** June 2018**Committees:** Compensation; Corporate Governance**Other Public Directorships:** Publix Supermarkets, Inc.

(2005 – 2016)

Darden Restaurants, Inc.

(1998 – 2014)

Maria A. Sastre served as President and Chief Operating Officer of Signature Flight Support Corporation, the world's largest network of fixed-base operations and support services for private and business aviation, from 2013 until her retirement in 2018. Ms. Sastre joined Signature Flight in 2010 as its Chief Operating Officer. From 2009 to 2010, she was President and Chief Executive Officer of Take Stock in Children, Inc., a Florida based non-profit that helps low-income youth escape the cycle of poverty through education. Ms. Sastre served with Royal Caribbean Cruises LTD from 2000 to 2008 where she held the positions of Vice President, International, Asia, Latin America & Caribbean, and Vice President of Hotel Operations. Previously, she had held various executive and leadership roles at United Airlines, Inc., Continental Airlines, Inc. and Eastern Airlines, Inc.

Contributions to the Board:

Ms. Sastre's significant senior executive experience in consumer facing businesses, together with over 20 years of public company board service at large grocery and restaurant companies, provide the board with valuable consumer, retail and food service insights.

Her global management expertise overseeing operations and marketing initiatives in Asia and Latin America, as well as her international merger and acquisition work, deepens the board's global perspective and marketing expertise.

Ms. Sastre has significant corporate governance and public company board experience, including service on corporate governance and compensation committees.

Eric D. Sprunk**Age:** 54**Independent Director Since:** 2015**Committees:** Audit; Public Responsibility

Eric D. Sprunk has served as the Chief Operating Officer of NIKE, Inc., an athletic footwear and apparel business, since 2013. Mr. Sprunk joined NIKE in 1993, and has held a variety of positions, including Regional General Manager of NIKE Europe Footwear from 1998 to 2000, Vice President & General Manager of the Americas from 2000 to 2001, Vice President of Global Footwear from 2001 to 2009, and Vice President of Merchandising and Product from 2009 to 2013. Prior to joining NIKE, Mr. Sprunk was a certified public accountant with the accounting firm Price-Waterhouse from 1987 to 1993.

Contributions to the Board:

As the current Chief Operating Officer at a global, brand-based consumer products company, Mr. Sprunk brings relevant marketing experience to the board, as well as operating expertise in key functions including manufacturing, sourcing, sales and procurement. His experience as Vice President of Merchandising and Product also provides the board with valuable perspectives on product innovation and development.

His global and regional international management experiences at NIKE provide the board with a unique perspective on developing and marketing innovative products in consumer markets around the world.

Mr. Sprunk is a certified public accountant who has worked in senior financial roles at NIKE and Price-Waterhouse, which provides valuable financial and accounting expertise. Mr. Sprunk is one of the audit committee's financial experts.

Table of Contents

PROPOSAL NUMBER 1 ELECTION OF DIRECTORS

Jorge A. Uribe

Age: 61

Independent Director Since: 2016

Committees: Compensation; Public Responsibility

Other Public Directorships: Ingredion Incorporated

Jorge A. Uribe served as Global Productivity and Organization Transformation Officer at The Procter & Gamble Company, a consumer products company, from 2012 until his retirement in 2015. Prior to 2012, Mr. Uribe served as Group President of Latin America at Procter & Gamble from 2004 to 2012, as Vice President, Marketing and Customer Business Development, Latin America from 2001 to 2004 and as Vice President, Venezuela and Andean Region from 1999 to 2001.

Contributions to the Board:

Mr. Uribe's international management background, including multi-regional and multi-country responsibility for operations throughout Latin America, together with his personal experience living and working outside the U.S., provides valuable perspective on the company's international markets and operations.

As the former Global Productivity and Organization Transformation Officer of Procter & Gamble, Mr. Uribe brings first-hand experience in leading innovative organizational changes through efficiency improvement and cost management.

The experiences developed throughout his career at Procter & Gamble deepen the board's overall consumer products, innovation and marketing expertise.

GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement 17

Table of Contents**CORPORATE GOVERNANCE****Corporate
Governance**

- ü Independent and diverse board of directors possessing skill sets critical to our company's success
- ü Strong Independent Lead Director with authority to approve board meeting agendas
- ü Thoughtful management development and succession plans for the CEO and his direct reports
- ü Active shareholder engagement program with regular updates to the board
- ü Comprehensive director nomination process and substantive annual board evaluations
- ü Proxy access by-law
- ü Executive sessions for independent directors at each board meeting
- ü Board and committee agendas developed annually to address core responsibilities
- ü Enterprise risk management processes at board and committee levels
- ü Extensive oversight of sustainability and public policy issues impacting our business

Our Board's Key Responsibilities

Our board is elected by the shareholders to oversee their interests in the long-term health and overall success of the company's business. In exercising its fiduciary duties, the board represents and acts on behalf of our shareholders and is committed to strong corporate governance, as reflected in our corporate

governance principles (available on our website at www.generalmills.com in the Investors section). The board is deeply involved in the company's strategic planning process, leadership development, succession planning, and oversight of risk management.

Overseeing Business Strategy

The board possesses significant industry expertise and is actively engaged with management in the development of corporate strategy. In a challenging and dynamic business environment, our directors are an important resource for thoughtful, candid and ongoing insights into strategic issues facing the company, including product portfolio development and innovation, strategic investments, acquisitions and divestitures, margin improvement and global expansion. Ways in which our board oversees strategy development include:

Each year, the board holds an extended off-site meeting for the purpose of reviewing and discussing long-term strategic planning, including consideration of external business dynamics, emerging trends and risks and potential strategic alternatives. These meetings provide an opportunity for the board to constructively engage with management to review and advance corporate strategy.

The board formally reviews our annual and longer-term business plans, financial targets and plans for achieving those targets.

Focused discussions of key business issues, segment and business unit operations and strategic developments are held at each board meeting throughout the year.

The board is focused on monitoring performance against the company's strategic objectives and financial targets. At each meeting throughout the year, the board reviews and discusses with management a set of detailed operating reports, including current financial performance versus plan. The board also regularly reviews our performance compared to our competitive peer companies.

The board critically reviews all acquisition and divestiture activity, significant capital investments and cash returns to shareholders through share repurchase plans and dividend payments. These strategic actions and investments are reviewed and approved by the board following open and engaged discussions of the full board.

At each board meeting, the independent directors meet in executive session to discuss business and strategic matters. These meetings are led by our Independent Lead Director.

18 GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement*

Table of Contents

CORPORATE GOVERNANCE

Leadership Development and Management Succession Planning

Leadership development and management succession planning are two of the most critical functions of the board. The board formally reviews and discusses management development and succession plans for the Chief Executive Officer and his direct reports. The board also discusses individual executive transitions as

the need arises over the course of the year. This review includes an assessment of senior executives and their potential as successor to the Chief Executive Officer. The board has also adopted procedures to elect a successor in the event of the Chief Executive Officer's sudden departure.

Overseeing Risk Management

The full board is actively engaged in overseeing the company's enterprise risk management (ERM) program, which is designed to identify risks that may have a significant impact on our business. The oversight process includes reviewing mitigation actions for these risks and receiving appropriate assurances that the risks are being effectively managed by the organization. Effective risk management is an integral part of board and committee deliberations throughout the year. To ensure that the board fulfills its risk oversight role in a comprehensive and coordinated manner, the responsibility for overseeing specific aspects and areas of our risk management program are purposefully assigned to the full board and board committees.

The audit committee has primary responsibility for reviewing and monitoring the company's ERM program. Management provides ERM updates to the audit committee throughout the year. The audit committee annually reviews the company's ERM process and the comprehensive assessment of key strategic, financial, operational and regulatory risks identified by management, as well as risk mitigating practices. The audit committee discusses the ERM process and key risks with the full board. In fiscal 2018, with the oversight of the audit committee, the company enhanced its ERM program to clarify responsibility for key operating and strategic risks and to better align the ERM program with our strategic planning process. The enhancements help to ensure that key strategic risks are identified and considered by senior management and the board throughout the strategic planning process.

In addition to reviewing the ERM process and discussing key risks and mitigating activities, the full board discusses risks related to the company's annual financial plan at the beginning of each fiscal year, and risks related to business strategy at the annual strategic planning meeting. Throughout the year, the board continues to address these risks in follow-up discussions.

The audit, compensation, corporate governance, finance and public responsibility committees are each responsible for overseeing risks consistent with the responsibilities of these committees. The board has compared the full list of ERM risks to the roles and objectives of the full board and board committees to ensure that the board is fulfilling its oversight responsibility with respect to each of the ERM risks. The committee charters and agendas are updated and revised as necessary to clarify responsibility for overseeing specific risks. Each board committee reports to the full board on their particular risk oversight activities. The corporate governance committee considers areas of emerging risks and makes a recommendation to the full board regarding assignment of such risks to a board committee. The key responsibilities of each board committee are highlighted under Board Committees and Their Functions beginning on page 24.

The board also encourages management to promote a corporate culture that integrates risk management into the company's corporate strategy and day-to-day business operations in a way that is consistent with the company's targeted risk profile.

While the board and its committees oversee key risk areas, company management is charged with the day-to-day management of risk. The company has robust internal processes and an effective internal control environment that facilitate the identification and management of risks and regular communication with the board. These include a robust ERM program, regular internal risk management meetings, a risk committee of senior management with ownership for strategic risks, operating risk owners with accountability for risk management activities, codes of conduct, a strong legal department and ethics and compliance office and a comprehensive internal and external audit process.

We also conduct an annual risk assessment of the company's employee compensation policies and practices, including those that apply to our executive

Table of Contents

CORPORATE GOVERNANCE

officers, to ensure that the policies and practices do not encourage excessive risk-taking in order to maximize compensation. The compensation committee oversees

the process, and Frederic W. Cook & Co., Inc., the independent compensation consultant, participates in identifying and assessing risk.

Representing Shareholders

The board makes it a priority to remain attuned to shareholder sentiment. To that end, the board has worked with management to develop a thoughtful shareholder engagement process.

Directors are available to meet directly with shareholders as appropriate. In most circumstances, our Independent Lead Director will serve as the board's representative for any meeting or engagement with investors.

Our investor relations team, together with senior management, meets regularly with shareholders and responds to their requests throughout the year.

The corporate secretary team reaches out to shareholders to discuss proxy season trends and issues, as well as a variety of governance, social and environmental and sustainability issues. The board receives regular reports on engagement efforts and investor feedback and sentiment. The reports are also separately reviewed by the corporate governance and compensation committees. In fiscal 2018, our management team reached out to holders representing more than 54% of our outstanding shares and 66% of our institutional ownership, and members of our management and the board met with holders representing approximately 47% of our outstanding shares and 64% of our institutional ownership to discuss various matters, including company strategy, compensation, governance practices, sustainability and board refreshment and diversity.

Board Leadership Structure

Strong independent board leadership is essential to the effective operation of the board and to enable the board to fulfill its responsibilities. Our independent directors choose the board leadership structure that in their judgment best serves the interests of the company and its shareholders. Having the flexibility and discretion

to determine whether the same individual should serve as both Chief Executive Officer and Chairman, or whether the roles should be separated, is critical for allowing the independent directors to consider and select the best leadership structure.

Current Leadership Structure

Jeffrey L. Harmening serves as the company's Chairman and Chief Executive Officer, providing the organization with clear, consistent leadership, strategic vision and management accountability. R. Kerry Clark serves as the board's Independent Lead Director, providing leadership for the independent directors and ensuring independent oversight of management and the affairs of the company.

The board's current leadership structure was unanimously adopted and approved by the board's independent directors, following a careful succession planning process and thoughtful leadership transition led by our Independent Lead Director that culminated in the election of Mr. Harmening as Chief Executive Officer in June 2017. At that time, the board separated the Chairman and Chief Executive Officer roles and appointed Mr. Powell to serve as Executive Chairman to provide continuity in leadership and strategic

oversight. During the transition, Mr. Harmening and Mr. Powell worked collaboratively to provide company and board leadership. Mr. Clark, in his role as Independent Lead Director, regularly consulted with Mr. Harmening and Mr. Powell to ensure an orderly and smooth transition process and ongoing independent board oversight.

When Mr. Powell retired as Executive Chairman in December 2017, the board thoughtfully assessed its leadership structure. After considerable review and discussion, the board concluded that the critical oversight provided by an independent board and strong Independent Lead Director, combined with the organizational leadership of the Chairman and Chief Executive Officer, would best serve the interests of the company and its shareholders. This arrangement creates an environment in which the board works collaboratively with management, while ensuring that

Table of Contents

CORPORATE GOVERNANCE

the independent directors can effectively oversee performance and hold senior leaders accountable. In recognition of the large, complex and global nature of our business, the board believes that a combined Chairman and Chief Executive Officer provides clear leadership and accountability throughout the organization and best ensures alignment between the board and management on issues of strategy, priorities

and accountability. Mr. Harmening has more than 20 years of leadership experience with General Mills and possesses a deep understanding of the company's businesses and markets. As Chairman and Chief Executive Officer, Mr. Harmening is in the best position to apply his experience and expertise in assessing industry dynamics and guiding the board's discussions of strategy and business performance.

Independent Lead Director

At any time when the board determines that the same individual should hold the positions of Chairman and Chief Executive Officer, or at any time when the Chairman is not independent, the independent directors elect an Independent Lead Director. The board recognizes the importance of appointing an Independent Lead Director to maintain a strong independent board leadership structure that functions collaboratively with management, while maintaining independent oversight. Therefore, the position of Independent Lead Director comes with a clear mandate and significant authority and responsibilities. The primary responsibilities of the Independent Lead Director are set forth below:

Reviews and approves board agendas with the Chairman;

Presides at all board meetings at which the Chairman is not present, including executive sessions of the independent directors (held at each board meeting), and informs the Chairman of issues considered and decisions reached during those sessions;

Facilitates effective and candid board discussions and communications to optimize board performance;

Meets regularly with the Chairman, serves as a liaison between the Chairman and the independent directors, and helps facilitate communications between the board and senior management;

Leads the board in setting forth and enforcing its expectations of ethical standards at the board and senior leadership levels;

Oversees board evaluations, and leads the board's process for selecting his or her successor;

Advises the Chairman of the board's informational needs and reviews and approves the types of information sent to the board;

Calls meetings of the independent directors, as needed, and sets agendas for executive sessions;

Monitors and coordinates with the Chairman and chair of the corporate governance committee on governance issues; and

Serves as a board representative for consultation and direct communication with major shareholders.

Our Independent Lead Director is elected to serve for a three-year term, with the appointment ratified annually. R. Kerry Clark has served as the Independent Lead Director since December 2015. Mr. Clark draws on his leadership, strategic planning and governance expertise to foster active discussion and collaboration among the independent directors on the board and to serve as an effective liaison with management. Mr. Clark has played a critical role during our Chairman and Chief Executive Officer transition process, including providing advice and consultation to Mr. Harmening as he transitioned into his role as Chief Executive Officer and then Chairman and Chief Executive Officer. To provide additional continuity of board leadership during the transition to a new Chairman, the board extended Mr. Clark's term as Independent Lead Director by an additional year.

Sustainability and Corporate Social Responsibility

For over 150 years, General Mills has been making food people love while creating long term value for society and our shareholders. Feeding a growing global population and the success of our business depends on a healthy planet. We have taken bold actions to advance sustainability, and we embrace our responsibility to help achieve a stable climate, clean

water, healthy soil, strong ecosystems and thriving farming communities. An overview of the company's initiatives may be found in our Global Responsibility Report (available on our website at www.generalmills.com under the Responsibility section).

Table of Contents

CORPORATE GOVERNANCE

Sustainability Leadership Structure

The board has made it a priority to ensure sustainability is taken seriously at all levels of the company. The company has worked to create a robust sustainability culture and has built the oversight parameters set forth below to ensure it remains a priority.

Public Responsibility Committee: The Board of Directors' public responsibility committee provides oversight and receives regular updates from the operating teams. The committee reviews and monitors strategy, policy and key investments related to sustainability and other social responsibility initiatives. This year the committee appointed a new chair, Alicia Boler Davis, and adopted a new charter designed to provide a more detailed description of the roles and responsibilities of the committee.

Leadership Team: The General Mills leadership team has ultimate accountability for the company's global responsibility and sustainability programs. The Chairman and Chief Executive Officer convenes the Sustainability Governance Committee, which consists of officers of the company, at least three times per year. Sustainability is included in our Chairman and Chief Executive Officer's annual performance objectives.

Chief Sustainability Officer: The company's Chief Sustainability Officer stewards the company's sustainability work, reporting to the Chief Supply Chain Officer, and working closely with the Vice President of Sourcing and other key business leaders to develop, coordinate and execute programs to achieve companywide sustainability targets.

Enterprise Risk Management: Given the significant impact sustainability issues can have on the company, certain sustainability issues are also covered by the company's enterprise risk management processes.

Our Key Sustainability Priorities

While the company is focused on sustainability efforts across our full value chain, our current key priorities are focused on climate change, sustainable sourcing, water stewardship and improving ecosystems, which are all key to the long term success of our business. As discussed below, the company has set ambitious goals in these areas, but remains on track to achieve them.

Climate Change: We set a goal to reduce absolute greenhouse gas (GHG) emissions across our full value chain by 28% by 2025 from 2010 levels and to achieve sustainable emission levels in-line with scientific consensus by 2050. As of 2017, our GHG emissions footprint had decreased 11% compared to 2010, while net sales rose 6%.

Sustainable Sourcing: We remain committed to sustainably sourcing 100% of our 10 priority ingredients by 2020, which represents 40% of our annual raw material purchases globally. In 2017, 76% of these raw materials were sustainably sourced.

22 GENERAL MILLS, INC. - Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

Table of Contents

CORPORATE GOVERNANCE

Water Stewardship: We are working to champion the development of water stewardship plans for the company's most important and at-risk watersheds in our global value chain by 2025. We focus on 8 priority watersheds across our worldwide operations.

Improving Ecosystems: We are committed to improving the health of ecosystems in our supply chain through a number of different efforts, with a focus on pollinator and soil health. To advance biodiversity, we are collaborating to establish pollinator habitats and support bee research. We are partnering with the U.S. Department of Agriculture and The Xerces Society on projects to establish and protect more than 100,000 acres of pollinator habitat in the U.S. by the end of 2021. To make progress toward healthier soil and more sustainable agriculture, we are working with farmers, NGOs and industry partners, and we have invested more than \$3.25 million in soil health initiatives.

Sustainability Highlights

Our sustainability efforts cover the full range of our supply chain – from sourcing ingredients to providing millions of meals through food donations. Our sustainability and corporate social responsibility

achievements, some of which are highlighted below, help us strengthen our business, brands and the communities we serve.

GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement* **23**

Table of Contents

CORPORATE GOVERNANCE

Board Committees and Their Functions

The board has five standing committees that are each composed entirely of independent directors. A copy of each committee’s charter may be found on our website at *www.generalmills.com* in the Investors section under Corporate Governance. Assignments are rotated periodically to ensure that each committee has an

appropriate mix of tenure and experience. In fiscal 2018, David M. Cordani was elected chair of the compensation committee, Roger W. Ferguson Jr. was elected chair of the finance committee and Alicia Boler Davis was elected chair of the public responsibility committee.

	Audit Committee	Compensation Committee	Corporate Governance Committee	Finance Committee	Public Responsibility Committee
Alicia Boler Davis					
R. Kerry Clark «					
David M. Cordani					
Roger W. Ferguson Jr.					
Maria G. Henry					

Heidi G. Miller

Steve Odland

Maria A. Sastre

Eric D. Sprunk

Jorge A. Uribe

« Independent Lead Director Chairperson Member Financial Expert

Audit Committee

Number of meetings in fiscal 2018: Seven

Functions:

Oversees integrity, adequacy and effectiveness of internal control, audit and financial reporting processes;

Assesses and ensures the independence, qualifications and performance of our independent registered public accounting firm, selects the independent registered public accounting firm for the annual audit and approves the independent registered public accounting firm's services and fees;

Meets with the independent registered public accounting firm, without management present, to consult with it and review the scope of its audit;

Oversees the company's ethics and compliance program to ensure compliance with applicable laws, corporate policies and the company's Employee Code of Conduct;

Edgar Filing: GENERAL MILLS INC - Form DEF 14A

Reviews and discusses with management the company's annual risk assessment and the enterprise risk management processes, policies and guidelines for identifying, assessing and managing key strategic and operational risks;

Reviews and approves our annual audited financial statements before issuance, subject to the board of directors approval;

Reviews and discusses with management the Audit Committee Report and recommends its inclusion in the Proxy Statement and

Reviews the performance of the internal audit function.

24 GENERAL MILLS, INC. - *Notice of 2018 Annual Meeting of Shareholders and Proxy Statement*