



February 24, 2020

Via e-mail at shareholderproposals@sec.gov

Securities and Exchange Commission
Office of the Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

Re: Request by Amazon.com, Inc. to omit proposal submitted by the Sisters of St. Joseph of Brentwood and co-filers

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Sisters of St. Joseph of Brentwood and eight co-filers¹ (together, the “Proponents”) submitted a shareholder proposal (the “Proposal”) to Amazon.com, Inc. (“Amazon” or the “Company”). The Proposal asks Amazon’s board to report on how the Company determines whether customers’ use of surveillance and computer vision products or cloud-based services contributes to human rights violations.

In a letter to the Division dated January 24, 2020 (the “No-Action Request”), Amazon stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company’s 2020 annual meeting of shareholders. Amazon argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(11), on the ground that the Proposal substantially duplicates an earlier-submitted proposal (the “Previous Proposal”) that will be included in Amazon’s proxy materials. As discussed more fully below, Amazon has not met its burden of proving its entitlement to exclude the Proposal on that basis, and the Proponents respectfully request that Amazon’s request for relief be denied.

¹ The Sisters of St. Francis of Philadelphia, the Maryknoll Sisters of St. Dominic, the Sisters of Charity of St. Elizabeth, American Baptist Home Mission Societies, the Sisters of the Holy Names of Jesus and Mary, the Unitarian Universalist Association, the Congregation of the Sisters of St. Joseph of Peace, and the Province of St. Joseph of the Capuchin Order co-filed the Proposal.

The Proposals

The Proposal states:

Resolved, Shareholders request that the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon’s process for customer due diligence, to determine whether customers’ use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

The Previous Proposal states:

Resolved: Shareholders request the Board of Directors commission an independent study of Rekognition and report to shareholders regarding:

- The extent to which such technology may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States;
- The extent to which such technologies may be marketed and sold to authoritarian or repressive governments, including those identified by the United States Department of State Country Reports on Human Rights Practices;
- The potential loss of good will and other financial risks associated with these human rights issues;

The report should be produced at reasonable expense, exclude proprietary or legally privileged information, and be published no later than September 1st, 2020.

Substantial Duplication

Rule 14a-8(i)(11) allows exclusion of a proposal that is “substantially duplicative of a proposal previously submitted to the registrant by another proponent, which proposal will be included in the registrant’s proxy material for the meeting.” The adopting release for the exclusion explained that it was adopted “to eliminate the possibility of shareholders having to consider two or more substantially identical proposals”² Considering such “redundant” proposals, the Commission stated, would serve “no useful purpose.”³

Amazon argues that the standard for analyzing substantial duplication is whether the proposals share a “principal thrust” or “principal focus.” But the

² Exchange Act Release No. 12999 (Nov. 22, 1976).

³ Id.

determination Amazon cites, Pacific Gas & Electric Company,⁴ (“PG&E”) did not supersede the Commission’s own approach to applying the exclusion. In PG&E, the Staff was considering whether any of three later-received proposals substantially duplicated the first-received proposal. All four addressed the subject of compensation, with the first-received asking that non-salary compensation of management be tied to performance and the second-received requesting a ceiling on total compensation of officers and directors. The Staff allowed PG&E to exclude as substantially duplicative a third proposal asking that the CEO’s total compensation be tied to company performance, which was nearly identical to the first proposal.

The Staff did not, however, concur with PG&E’s view that the second proposal was substantially duplicative of the first. The second proposal sought the “reduction and imposition of ceilings on total compensation of executive officers and directors”—in other words, it sought to affect *how much* those people were paid—and thus its “principal thrust” was different from the first proposal’s “principal focus” on tying pay to performance, which wouldn’t have affected the amount paid. The Staff used “principal thrust” and “principal focus” to emphasize the differences between the proposals; it did not introduce a new interpretive approach, nor could it override the Commission’s own articulation of the standard in the 1976 release. It is significant that the Staff has not used the “principal thrust” and “principal focus” language in determinations applying Rule 14a-8(i)(11) since the PG&E letter, despite reliance on that letter and use of that language by many companies seeking relief.

The Proposal and the Previous Proposal are not so similar that “no useful purpose” would be served by shareholders voting on them both. Both proposals ask for a report, but other key aspects of the proposals differ to an extent that the proposals cannot be considered “substantially identical.” The Proposal focuses on Amazon’s customer due diligence *process*. In other words, the Proposal asks *whether* and *how* Amazon is determining whether customers’ use of a variety of products and services—“surveillance and computer vision products or cloud-based services”—contributes to human rights violations, and seeks a report on the robustness of that process. The Proposal does not ask Amazon to disclose the actual results, or the output, of its customer due diligence process.

The Previous Proposal, by contrast, does not address process. Instead, it seeks disclosure of specific substantive information regarding the use of Amazon’s Rekognition facial recognition technology. The Previous Proposal asks Amazon to disclose how Rekognition “may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States” and “may be marketed and sold to authoritarian or repressive governments.” It also requests an analysis of the financial risks presented by such uses.

⁴ Pacific Gas & Electric Company (Feb. 1, 1993).

The report that Amazon would issue pursuant to the Proposal, then, would have no overlap with the one it would issue in order to implement the Previous Proposal. The Proposal's report would focus on mechanisms and systems for collecting information about customers, as well as processes for analyzing customers' likely use of products/services, including how Amazon determines where its products/services are likely to be used by a customer, the populations likely to be affected, customers' human rights records, the expertise and training of employees tasked with performing due diligence, and other relevant information. In the course of assessing the adequacy of Amazon's customer due diligence process, the third party might well consider actual and/or potential human rights violations and the likelihood of such violations by particular customers or kinds of customers; the report implementing the Proposal, however, would not comprehensively report such information, as the report implementing the Previous Proposal would do. Nor would the report sought by the Proposal discuss financial risks associated with violations, which the Previous Proposal requests.

In addition to this key distinction between substance and process, the Proposal and Previous Proposal focus on different products/services. The Proposal seeks disclosure regarding Amazon's due diligence on customers using its surveillance and computer vision products or cloud-based services, which include but are not limited to Rekognition. Customer use of Amazon's home surveillance product Ring, whose mission is to reduce crime (including partnerships with law enforcement), and Neighbors, a social media application for Ring customers, falls within the scope of the Proposal and is discussed in the supporting statement. Also, the customer due diligence addressed in the Proposal encompasses use of Amazon Web Services by government agencies, including Immigration and Customs Enforcement, which is serviced via Amazon's relationship with big data company Palantir. The Previous Proposal concerns only Rekognition. Thus, a report produced pursuant to the Proposal would address customer due diligence for a wide variety of controversial products and services, while the Previous Proposal would result in a report discussing risks associated only with Rekognition.

That both the Proposal and the Previous Proposal touch on Rekognition is not enough to support exclusion on substantial duplication grounds. Last year, Amazon sought to exclude a proposal much like the Previous Proposal, arguing that it substantially duplicated an earlier-received proposal asking the Company to prohibit sales of facial recognition technology unless the board concludes that the technology does not cause or contribute to actual or potential violations of civil or human rights. Amazon urged that the disclosure proposal was excludable because both proposals sought "a review of the potential civil rights or similar risks or implications of the use of Amazon Rekognition by the Company's government or law enforcement customers." That argument closely resembles the one Amazon now makes, which emphasizes the concern over Rekognition expressed in both the Proposal and the Previous Proposal. Though the 2019 proposals had more closely

aligned subject matter than this year's proposals, the Staff did not concur with Amazon's view that the disclosure proposal was excludable.

Similarly, in Pulte Homes, Inc.,⁵ one proposal asked that senior executives be required to retain 75% of stock obtained through executive compensation programs and that they be prohibited from engaging in hedging transactions. A second proposal requested a ban on hedging and pledging transactions and holding stock in a margin account by senior execs and directors. Despite Pulte's argument that the proposals shared the same principal thrust or focus of prohibiting directors and/or executives from engaging in hedging transactions, the Staff did not concur with Pulte's view and declined to grant relief.

The Staff rejected ExxonMobil's⁶ argument that a proposal seeking a report on carbon asset risk was substantially duplicative of an earlier-received proposal asking the company to set greenhouse gas emission reduction goals because both proposals focused on "reporting on how the Company plans to adapt its business to address climate change." Therefore, the fact that the Proposal asks Amazon to report on its customer due diligence process for products that include Rekognition does not compel the conclusion that it substantially duplicates the Previous Proposal, which addresses substantive risks created by Rekognition.

Moreover, shareholders would not be confused by considering both the Proposal and the Previous Proposal. Shareholders would be able to understand the process focus of the Proposal, given that proposals asking for disclosure of companies' human rights due diligence processes are relatively commonplace. And the Previous Proposal, which was voted on by shareholders last year, clearly aims to provide a substantive analysis of risks associated with Rekognition.

In sum, though the Proposal and the Previous Proposal both mention Rekognition and ask for reports, there is no overlap in the disclosure that would be provided pursuant to them. The Proposal is entirely concerned with Amazon's customer due diligence process regarding customers' use of Amazon's surveillance and computer vision products or cloud-based services, and the report produced pursuant to the Proposal would focus on the robustness of that process. The Previous Proposal does not ask for disclosure about Amazon's process, but instead asks Amazon to report on specific risks associated with Amazon's Rekognition technology. Thus, the Proposal does not substantially duplicate the Previous Proposal, making exclusion in reliance on Rule 14a-8(i)(11) inappropriate.

* * *

⁵ Pulte Homes, Inc. (Mar. 17, 2010).

⁶ ExxonMobil Corp. (Mar. 17, 2014).

For the reasons set forth above, Amazon has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(11). The Proponents thus respectfully request that Amazon's request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at (973) 509-8800.

Sincerely,

A handwritten signature in black ink that reads "Mary Beth Gallagher". The signature is written in a cursive style with a large, looped 'G' at the end.

Mary Beth Gallagher
Investor Advocates for Social Justice
On behalf of Sisters of St. Joseph and Co-
filers

cc: Ronald O. Mueller
Gibson Dunn & Crutcher LLP
RMueller@gibsondunn.com

January 24, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Amazon.com, Inc.*
Shareholder Proposal of the Sisters of St. Joseph of Brentwood et al.
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Shareholders (collectively, the “2020 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”) received on December 4, 2019 from the Sisters of St. Joseph of Brentwood, the Sisters of St. Francis of Philadelphia, the Maryknoll Sisters of St. Dominic, Inc., the Sisters of Charity of Saint Elizabeth, American Baptist Home Mission Societies, the Sisters of the Holy Names of Jesus and Mary, the Unitarian Universalist Association, the Congregation of the Sisters of St. Joseph of Peace, and the Province of Saint Joseph of the Capuchin Order (the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 2

that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

A copy of the Proposal and its Supporting Statement, as well as related correspondence with the Proponents, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(11) because the Proposal substantially duplicates another proposal previously submitted to the Company that the Company expects to include in its 2020 Proxy Materials.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates Another Proposal That The Company Expects To Include In Its Proxy Materials.

The Proposal substantially duplicates a shareholder proposal the Company previously received from John C. Harrington (the "Prior Proposal," and together with the Proposal, the "Proposals") because both Proposals seek an independent report on the Company's process for reviewing customers of the computer vision and facial recognition technologies described in the Proposals, with a focus on potential human rights implications of such customers' use of those technologies. *See* Exhibit B. The Prior Proposal references a "facial recognition system," referring to facial comparison and recognition features offered by the Company's

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 3

Amazon Web Services (“AWS”) business as part of its cloud-based computer vision service called Amazon Rekognition and states:

Resolved: Shareholders request the Board of Directors commission an independent study of Rekognition and report to shareholders regarding:

- The extent to which such technology may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States;
- The extent to which such technologies may be marketed and sold to authoritarian or repressive governments, including those identified by the United States Department of State Country Reports on Human Rights Practices;
- The potential loss of good will and other financial risks associated with these human rights issues;

The report should be produced at reasonable expense, exclude proprietary or legally privileged information, and be published no later than September 1st, 2020.

The Company initially received the Prior Proposal on September 26, 2019, which is before the date when the Company received the Proposal, December 4, 2019. The Company intends to include the Prior Proposal in its 2020 Proxy Materials.¹ As discussed below, the principal focus of both of the Proposals is the same, and the Proposal therefore is properly excluded under Rule 14a-8(i)(11).

A. *The “Substantially Duplicates” Standard.*

Rule 14a-8(i)(11) provides that a shareholder proposal may be excluded if it “substantially duplicates another proposal previously submitted to the company by another proponent that

¹ The Proposal also substantially duplicates an earlier received proposal submitted to the Company by an individual named Dan Phung (the “Phung Proposal”), which requests that the Company “disclose the process of reviewing the material risk to the company of Amazon Web Services Users’ violations of the Company’s Terms of Service.” We believe the Company may properly exclude the Phung Proposal from its 2020 Proxy Materials under Rule 14a-8(i)(7). However, if the Staff does not concur in that view and the Company includes the Phung Proposal in its 2020 Proxy Materials, we believe that the Proposal also is excludable as substantially duplicating the Phung Proposal, in that they both focus on the Company evaluating whether its customers’ use of AWS services violates human rights.

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 4

will be included in the company's proxy materials for the same meeting." The Commission has stated that "the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other." Exchange Act Release No. 12999 (Nov. 22, 1976). When two substantially duplicative proposals are received by a company, the Staff has indicated that the company must include the first of the proposals in its proxy materials, unless that proposal otherwise may be excluded. *See, e.g., Great Lakes Chemical Corp.* (avail. Mar. 2, 1998); *Pacific Gas and Electric Co.* (avail. Jan. 6, 1994). The Company received the Prior Proposal on September 26, 2019, which is before December 4, 2019, when the Company received the Proposal. The Company expects to include the Prior Proposal in the 2020 Proxy Materials.

The standard that the Staff has traditionally applied for determining whether a proposal substantially duplicates an earlier received proposal is whether the proposals present the same "principal thrust" or "principal focus." *See Pacific Gas & Electric Co.* (avail. Feb. 1, 1993). A proposal may be excluded as substantially duplicative of another proposal despite differences in terms or breadth and despite the proposals requesting different actions. *See, e.g., Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring that a proposal seeking a review and report on the company's loan modifications, foreclosures and securitizations was substantially duplicative of a proposal seeking a report that would include "home preservation rates" and "loss mitigation outcomes," which would not necessarily be covered by the other proposal); *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009) (concurring that a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company's expanding oil sands operations in the Canadian boreal forest was substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company's products and operations); *Ford Motor Co. (Leeds)* (avail. Mar. 3, 2008) (concurring that a proposal to establish an independent committee to prevent company family shareholder conflicts of interest with non-family shareholders substantially duplicated a proposal requesting that the board take steps to adopt a recapitalization plan for all of the company's outstanding stock to have one vote per share).

B. The Proposal Substantially Duplicates The Prior Proposal.

Although phrased differently, the principal thrust and focus of the Proposal and the Prior Proposal are the same: an independent report on the Company's process for reviewing customers of certain computer vision and cloud-based facial recognition technologies with a focus on potential human rights implications of such customers' use of the technologies. This

Office of Chief Counsel
 Division of Corporation Finance
 January 24, 2020
 Page 5

duplication is demonstrated by the following chart, which reorders the bullet points from the Prior Proposal to facilitate comparison:

<i>The Proposal</i>	<i>The Prior Proposal</i>
<i>Both Proposals request that the Board commission an independent report</i>	
Resolved , Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing . . .	Resolved: Shareholders request the Board of Directors commission an independent study of [Amazon] Rekognition and report to shareholders regarding:
<i>Both Proposals request a review of the Company’s process for reviewing customers of certain computer vision and cloud-based facial recognition technologies</i>	
Amazon’s process for customer due diligence,	The extent to which such technologies [i.e., Amazon Rekognition] may be marketed and sold to authoritarian or repressive governments, including those identified in the [State Department’s] Country Reports on Human Rights Practices;
<i>The goal of both Proposals is to assess whether customers are using certain Company technologies in a way that violates human rights</i>	
to determine whether customers’ use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.	The extent to which such technology may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States;

There are slight differences in the scope and language of the Proposals. For example, the Prior Proposal refers specifically to the facial recognition and comparison features of Amazon’s cloud-based service called Amazon Rekognition, but also refers more generally to “such technologies” and in its supporting statement states that the requested report should address “any facial recognition technology Amazon develops, produces or markets.” While the Proposal refers more generally to the Company’s “surveillance and computer vision products or cloud-based services” (and various combinations of such words) and does not

Office of Chief Counsel
 Division of Corporation Finance
 January 24, 2020
 Page 6

specifically refer to Amazon Rekognition, it is nevertheless clear that the references to the Company’s “computer vision products or cloud-based services” are intended to apply to Amazon Rekognition (and like the Prior Proposal also would cover “any facial recognition technology Amazon develops”), since five of the nine articles cited in the Supporting Statement’s footnotes specifically address and relate to Amazon Rekognition. Also, the Proposal is phrased more generally in terms of assessing customer due diligence while the Prior Proposal is phrased more specifically in terms of assessing whether customers are “authoritative or repressive governments;” nevertheless, the supporting statements to both of the Proposals demonstrate that they both relate to the use of Amazon Rekognition by or on behalf of government agencies and other government entities. Thus, the differences in wording between the two Proposals does not alter the fact that the principal thrust and focus of both Proposals is the same, as they both focus equally on the Company’s oversight of those customers to whom these specific technologies are offered and whether the technologies are used in a manner that implicates human rights.

The overlap of the Proposals is further demonstrated by the similar focus and concerns addressed in their supporting statements:

<i>The Proposal</i>	<i>The Prior Proposal</i>
<p>Whereas, the use of Amazon’s surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.</p>	<p>Whereas, Amazon Web Services markets and sells to government a facial recognition system (Rekognition), that may pose significant financial risks due to privacy and human rights implications;</p>
<p>It may also compromise public oversight and contribute to widespread government surveillance.</p>	<p>Nearly 70 organizations asked Amazon to stop selling Rekognition, citing its role enabling “government surveillance infrastructure”;</p>
<p>According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may “interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation.”</p>	<p>Human and civil rights organizations are concerned that facial surveillance technology may violate civil rights by unfairly and disproportionately targeting and surveilling people of color, immigrants and civil society organizations;</p>

Office of Chief Counsel
 Division of Corporation Finance
 January 24, 2020
 Page 7

<p>Amazon’s partnership with Palantir,² the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.</p>	<p>Hundreds of Amazon employees petitioned Amazon’s Chief Executive Officer to stop providing Rekognition to government,³ . . . as Amazon faced year-long protests after reportedly pitching Rekognition to Immigration and Customs Enforcement;</p>
<p>Amazon’s surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon’s guidelines.</p>	<p>[O]ther research shows Rekognition is worse at identifying black women than white men and misgenders nonbinary people;</p>
<p>Inadequate due diligence around customers’ use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.</p>	<p>[The report should address:]</p> <ul style="list-style-type: none"> • The potential loss of good will and other financial risks associated with these human rights issues;
<p>Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.</p>	<p>We believe the Board of Director’s fiduciary duty of care extends to thoroughly evaluating the impacts on reputation and shareholder value, of any facial recognition technology Amazon develops, produces or markets on which significant concerns are raised regarding the danger to civil and privacy rights of customers and stakeholders.</p>

As demonstrated in the foregoing charts and discussion, the differences in scope and wording do not change the conclusion that the Proposals substantially duplicate one another. The Staff has frequently concurred in the exclusion of a proposal that was substantially similar to a prior proposal, even when the later-submitted proposal had a broader scope. For example, in

² It should be noted that the Proposal’s characterization of a “partnership” with the Company is an inaccurate and misleading statement.

³ The Company is one of the largest non-government employers in the world, with approximately 750,000 employees, so a petition signed by hundreds of employees would represent less than one-one thousandth of the Company’s employees.

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 8

Exxon Mobil Corp. (avail. Mar. 9, 2017), the proposal requested a report on the policies and procedures relating to the company's political contributions and expenditures while a prior proposal requested a report relating to, among other related things, the company's policies and procedures "governing lobbying . . . and grassroots lobbying communications." The company argued that the later proposal substantially duplicated the prior proposal because "its real target [was] disclosure of contributions to third parties that are used for political purposes." The proponent conceded that there may have been some overlap between the proposals but argued that its proposal was "far broader than the [prior] [p]roposal and request[ed] vastly more information" and even admitted that had the proposals been submitted in the opposite order, then the more narrow proposal relating solely to lobbying disclosures might have been excludable. Nevertheless, the distinction on the timing and order of when the broader proposal was received did not change the analysis; the Staff concurred that the broader proposal was substantially duplicative of the earlier, narrower prior proposal and agreed with exclusion under Rule 14a-(i)(11). *See also General Electric Co.* (avail. Jan. 17, 2013, *recon. denied* Feb. 27, 2013) (concurring that an earlier proposal requesting the "cessation of all Executive Stock Option Programs[] and Bonus Programs" and a later proposal requesting executive compensation be limited to "a competitive base salary, an annual bonus of not more than fifty per cent of base salary, and competitive retirement benefits" as substantially duplicative despite the proponent's assertion that the later proposal was "more broad and inclusive"); *Lehman Brothers Holdings, Inc.* (avail. Jan. 12, 2007) (concurring in exclusion under Rule 14a-8(i)(11) where an earlier proposal requested a report on contributions "in respect of a political campaign, political party, referendum or citizens['] initiative, or attempts to influence legislation" and a later "much more comprehensive" proposal sought not only the same information but also additional disclosures regarding "contributions to or expenditures on behalf of independent political committees . . . and amounts paid to entities such as trade associations that are used for political purposes"); *Bank of America Corp. (AFL-CIO Reserve Fund)* (avail. Feb. 14, 2006) (concurring in exclusion of a proposal as substantially duplicative of a prior political contributions proposal despite the proponent's assertion that the subsequent proposal was "much broader in scope" and "would capture a much wider array of political contributions than the [prior] [p]roposal"); *Abbot Laboratories* (avail. Feb. 4, 2004) (concurring in exclusion of a proposal requesting limitations on various types of executive compensation as substantially duplicative of a prior proposal requesting a prohibition on only one of the items covered by the later proposal—future grants of stock options).

Likewise, the Staff has consistently concurred that two proposals were substantially similar notwithstanding a slight difference in the actions requested. *See, e.g., Caterpillar Inc. (AFSCME Employees Pension Plan)* (avail. Mar. 25, 2013) (concurring that a proposal

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 9

requesting a report was substantially duplicative of a proposal that the company “review and amend, where applicable,” certain policies and post a summary of the review on the company’s website despite the addition of an additional action in connection with the requested report); *Cooper Industries, Ltd.* (avail. Jan. 17, 2006) (permitting the exclusion of a proposal requesting that the company “review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings” to shareholders as substantially duplicating a prior proposal requesting that the company “commit itself to the implementation of a code of conduct based on . . . ILO human rights standards and United Nations’ Norms on the Responsibilities of Transnational Corporations with Regard to Human Rights”); *Ford Motor Co.* (avail. Feb. 19, 2004) (concurring in the exclusion of a proposal calling for internal goals related to greenhouse gases as substantially similar to a proposal calling for a report on historical data on greenhouse gas emissions and the company’s planned response to regulatory scenarios, where the company successfully argued that “[a]lthough the terms and the breadth of the two proposals are somewhat different, the principal thrust and focus are substantially the same, namely to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness”).

Here, notwithstanding some differences in language and scope, the Proposals have the same principal thrust and focus: requesting an independent report to evaluate concerns over the Company’s review of customers to whom the Company offers its facial recognition and computer vision technology and whether those customers use the technology in a way that raises human rights concerns. Setting aside the important steps that the Company has taken to address the concerns raised by the Proposals and the Company’s view that its technologies help the public by assisting in proper law enforcement,⁴ the reports requested by the Proposals would address substantially the same issues: who is using the Company’s technologies and whether they are using it in a manner that impacts human rights, including civil rights and privacy rights. Finally, because the Proposal substantially duplicates the Prior Proposal, if the Company were required to include both Proposals in its proxy materials, there is a risk that the Company’s shareholders would be confused when asked to vote on both Proposals. In such a circumstance, shareholders could assume incorrectly that there must be substantive differences between the two Proposals and the requested reports. As noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders

⁴ For example, as noted in its published positions statement, the Company recommends that governments debate and develop a regulatory framework for facial recognition technology and in support of this effort, has proposed guidelines for a legislative framework that helps protect individual civil rights and ensure that customers are transparent in their application of the technology. See Our Positions, available at <https://www.aboutamazon.com/our-company/our-positions>.

Office of Chief Counsel
Division of Corporation Finance
January 24, 2020
Page 10

having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). Accordingly, the Company believes that the Proposal may be excluded pursuant to Rule 14a-8(i)(11) as substantially duplicative of the Prior Proposal.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2020 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company’s Vice President & Associate General Counsel, Corporate and Securities, and Legal Operations, and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Mary Beth Gallagher, Investor Advocates for Social Justice
Sister Patricia Mahoney, Sisters of St. Joseph of Brentwood
Sister Barbara Aires, Sisters of Charity of Saint Elizabeth
David L. Moore Jr., American Baptist Home Mission Societies
Vicki L. Cummings, Sisters of the Holy Names of Jesus and Mary
Alexis Fleming, Congregation of Sisters of St. Joseph of Peace

EXHIBIT A

From: Patricia A. Mahoney <mahoney@csjbrentwood.org>

Sent: Wednesday, December 4, 2019 2:23 PM

To: zapolsky@amazon.com

Subject: Resolution Filing

Dear Sir,

Please find the attached filing letter, resolution and verification of ownership of 325 shares of Amazon stock.

Sincerel,

S. Pat Mahoney csj

Investor Advocates for Social Justice

December 4, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
1516 Second Avenue
Seattle, Washington 98101

Via mail and email: zapolsky@amazon.com

Dear Mr. Zapolsky,

The Sisters of St. Joseph of Brentwood have a long history of supporting immigrant communities and communities of color through our ministries. We are concerned about the use of Amazon's surveillance technology and cloud products by law enforcement and immigration agencies and the risks this may present of reinforcing, replicating, and exacerbating existing inequities in our system. Amazon's current disclosure does not allow investor to assess the effectiveness of Amazon's due diligence of customer use of its products and services with respect to potential impacts on rights. This presents legal, reputational, and financial risk to the company.

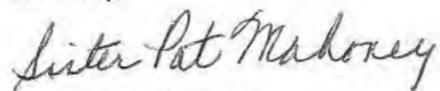
We sent a letter to your attention on October 17, 2019 to follow up on the shareholder resolution we filed for last year's shareholder meeting encouraging Amazon to halt sales of Rekognition to governments, yet we did not receive a response. We now offer the enclosed proposal requesting that the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, to assess Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

The Sisters of St. Joseph of Brentwood are the beneficial owners of \$1.7 million worth of Amazon.com shares. A letter of verification of ownership of one of our accounts, with 325 shares – match verification letter is enclosed. The Sisters of St. Joseph of Brentwood have held stock continually for over one year and intend to retain the requisite number of shares through the date of the Annual Meeting.

I am hereby authorized to notify you of our intention to file the attached proposal on Customer Due Diligence. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulation of the Securities and Exchange Act of 1934.

Please address all communication regarding this resolution to Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800 with a copy to Sister Patricia Mahoney, CSJ at mahoney@csjbrentwood.org. Mary Beth Gallagher will participate in the December 11th meeting at ICCR, and we look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,

A handwritten signature in cursive script that reads "Sister Pat Mahoney".

Sister Pat Mahoney

Sisters of St. Joseph of Brentwood

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvvyzd/amazons-home-security-company-is-turning-everyone-into-cops



UBS Financial Services Inc.

109 North Avenue
Westfield, NJ 07090
Tel. 908-789-3163
Fax 855-887-9667
Toll Free 855-223-1720
matthew.power@ubs.com

Matthew E. Power, CFP®
Senior Vice President – Wealth Management
Branch Manager

www.ubs.com

December 4, 2019

David Zapolsky, Esq.
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
1516 Second Avenue
Seattle, Washington 98101

Re: Charitable Trust F/B/O Sisters of St. Joseph

Dear Mr. Zapolsky:

At the request of the Charitable trust F/B/O the Sisters of St. Joseph, please be advised that as detailed in the attached statements dated November 30, 2019, the Charitable Trust for the benefit of the Sisters of St. Joseph owned, and as of this date continues to own, 325 shares of Amazon (AMZN). The holding period for these shares is set forth in the attached statements. Additionally, we have been advised by our client that it expects to continue to own these shares at least until the next shareholders meeting.

Sincerely,

Matthew E. Power
Senior Vice President – Wealth Management
Branch Manager

cc: Sr. Patricia Mahoney

As a firm providing wealth management services to clients, we offer both investment advisory and brokerage services. These services are separate and distinct, differ in material ways and are governed by different laws and separate contracts. For more information on the distinctions between our brokerage and investment advisory services, please speak with your Financial Advisor or visit our website at ubs.com/workingwithus.

©UBS 2016. All rights reserved. UBS Financial Services Inc. is a subsidiary of UBS AG. Member FINRA/SIPC.

Investor Advocates
for Social Justice

RECEIVED

DEC 09 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

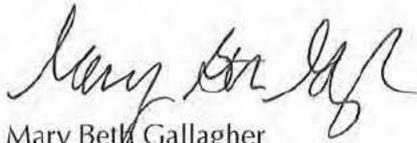
December 6, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

The attached letter was initially sent to an incorrect mailing address. Please find enclosed the shareholder resolution filing materials for the Customer Due Diligence Resolution, filed by the Sisters of St. Joseph of Brentwood for submission to the 2020 Annual General Meeting. A copy of the attached was sent by email to zapolsky@amazon.com on December 4, 2019.

Please reach out to Mary Beth Gallagher of Investor Advocates for Social Justice with any questions, email address: mbgallagher@iasj.org, phone number (973) 509-8800, and address 40 S Fullerton Ave, Montclair, NJ 07042. Thank you.



Mary Beth Gallagher
Executive Director

Investor Advocates for Social Justice

December 4, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
1516 Second Avenue
Seattle, Washington 98101

Via mail and email: zapolsky@amazon.com

Dear Mr. Zapolsky,

The Sisters of St. Joseph of Brentwood have a long history of supporting immigrant communities and communities of color through our ministries. We are concerned about the use of Amazon's surveillance technology and cloud products by law enforcement and immigration agencies and the risks this may present of reinforcing, replicating, and exacerbating existing inequities in our system. Amazon's current disclosure does not allow investor to assess the effectiveness of Amazon's due diligence of customer use of its products and services with respect to potential impacts on rights. This presents legal, reputational, and financial risk to the company.

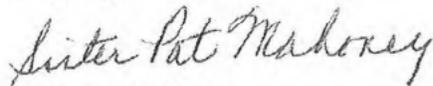
We sent a letter to your attention on October 17, 2019 to follow up on the shareholder resolution we filed for last year's shareholder meeting encouraging Amazon to halt sales of Rekognition to governments, yet we did not receive a response. We now offer the enclosed proposal requesting that the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, to assess Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

The Sisters of St. Joseph of Brentwood are the beneficial owners of \$1.7 million worth of Amazon.com shares. A letter of verification of ownership of one of our accounts, with 325 shares – match verification letter is enclosed. The Sisters of St. Joseph of Brentwood have held stock continually for over one year and intend to retain the requisite number of shares through the date of the Annual Meeting.

I am hereby authorized to notify you of our intention to file the attached proposal on Customer Due Diligence. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulation of the Securities and Exchange Act of 1934.

Please address all communication regarding this resolution to Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800 with a copy to Sister Patricia Mahoney, CSJ at mahoney@csjbrentwood.org. Mary Beth Gallagher will participate in the December 11th meeting at ICCR, and we look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,



Sister Pat Mahoney

Sisters of St. Joseph of Brentwood

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks/>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

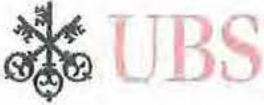
Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvvyzd/amazons-home-security-company-is-turning-everyone-into-cops



UBS Financial Services Inc.
109 North Avenue
Westfield, NJ 07090
Tel. 908-789-3163
Fax 855-887-9667
Toll Free 855-223-1720
matthew.power@ubs.com

Matthew E. Power, CFP®
Senior Vice President – Wealth Management
Branch Manager

December 4, 2019

David Zapolsky, Esq.
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
1516 Second Avenue
Seattle, Washington 98101

Re: Charitable Trust F/B/O Sisters of St. Joseph

Dear Mr. Zapolsky:

At the request of the Charitable trust F/B/O the Sisters of St. Joseph, please be advised that as detailed in the attached statements dated November 30, 2019, the Charitable Trust for the benefit of the Sisters of St. Joseph owned, and as of this date continues to own, 325 shares of Amazon (AMZN). The holding period for these shares is set forth in the attached statements. Additionally, we have been advised by our client that it expects to continue to own these shares at least until the next shareholders meeting.

Sincerely,

Matthew E. Power
Senior Vice President – Wealth Management
Branch Manager

cc: Sr. Patricia Mahoney

As a firm providing wealth management services to clients, we offer a wide range of investment, custody and brokerage services. These services are separate and distinct, differ in material ways and are governed by different laws and regulatory standards. For more information on the distinctions between our brokerage and investment services, please speak with your financial advisor or visit our website at ubs.com/wealthmanagement.

©UBS 2019. All rights reserved. UBS Financial Services Inc. is a subsidiary of UBS AG. Member FINRA/SIPC.

December 10, 2019

VIA OVERNIGHT MAIL

Sister Pat Mahoney
Sisters of St. Joseph of Brentwood
c/o Investor Advocates for Social Justice
40 S Fullerton Ave
Montclair, NJ 07042

Dear Sister Mahoney:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 4, 2019, the shareholder proposal you submitted on behalf of the Sisters of St. Joseph of Brentwood (the “Proponent”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2020 Annual Meeting of Shareholders (the “Proposal”).

Your December 4, 2019 letter requests that all communications regarding the Proposal be addressed to Mary Beth Gallagher of Investor Advocates for Social Justice. Please confirm whether Ms. Gallagher is also authorized to represent and act on behalf of the Proponent in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal. If not, please let us know at the address below who, if anyone, is authorized to act on behalf of the Proponent with respect to the Proposal.

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Proponent has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. The December 4, 2019 letter from UBS Financial Services Inc. that you provided (the “UBS Letter”) is insufficient because it does not confirm that the Proponent has continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2019. In this regard, the UBS Letter verifies ownership for an account belonging to a charitable trust for the benefit of the “Sisters of St. Joseph” but does not make reference to or clarify whether that shareholder is the same entity as the Proponent, the “Sisters of St. Joseph of Brentwood.” To remedy this defect, the Proponent must obtain a new proof of ownership letter or additional correspondence from UBS Financial Services Inc.

Sister Pat Mahoney
December 10, 2019
Page 2

verifying that the “Sisters of St. Joseph” is the same entity as the “Sisters of St. Joseph of Brentwood.”

In addition, the UBS Letter is insufficient because it states the number of shares the Proponent held as of December 4, 2019 but does not confirm that the Proponent has continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2019. In this regard, although the USB Letter states that, as of November 30, 2019, the charitable trust for the benefit of the Sisters of St. Joseph owned and, as of December 4, 2019, continued to own 325 shares of the Company, this statement does not confirm continuous ownership for the one year through and including December 4, 2019. We note that the UBS Letter makes reference to “the attached statements,” but no statements were attached to or otherwise accompanied the materials submitted to the Company and, to date, we have not received any additional documentation regarding the above account. In addition, in Staff Legal Bulletin 14, the Staff stated that copies of brokerage statements do not satisfy the proof of ownership requirement since they indicate ownership as of a point in time and do not demonstrate that the shares were held “continuously” during the required one-year period.

To remedy this defect, the Proponent must obtain a new proof of ownership letter verifying the Proponent’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 4, 2019, the date the Proposal was submitted to the Company. We also request that the proof of ownership letter you provide confirm whether the “Sisters of St. Joseph” is the same entity as the “Sisters of St. Joseph of Brentwood.” As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of the Proponent’s shares (usually a broker or a bank) verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2019; or
- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent’s ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the “record” holder of the Proponent’s shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC

Sister Pat Mahoney
December 10, 2019
Page 3

Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the Proponent's broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2019.
- (2) If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 4, 2019. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 4, 2019, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

Sister Pat Mahoney
December 10, 2019
Page 4

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at Gibson, Dunn & Crutcher LLP, 1050 Connecticut Avenue NW, Washington, D.C. 20036. Alternatively, you may transmit any response by email to me at rmueller@gibsondunn.com

If you have any questions with respect to the foregoing, please contact me at (202) 955 8671. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in blue ink, appearing to read "Ronald O. Mueller", is written over a light blue rectangular background.

Ronald O. Mueller

Enclosures



RECEIVED

DEC 17 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

1725 Brentwood Road
Brentwood, NY 11717
phone/631.273.1187
fax/631.273.1451
www.brentwoodcsj.org

December 13, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Via mail and email: zapolsky@amazon.com

Dear Mr. Zapolsky,

The undersigned, Sisters of St. Joseph of Brentwood (the "Stockholder") authorizes Mary Beth Gallagher of Investor Advocates for Social Justice to deal on the Stockholder's behalf with any and all aspects of **the shareholder resolution on Customer Due Diligence, including any presentation or withdrawal of the proposal. Please also kindly copy me on all communication at mahoney@csjbrentwood.org and at Sister Pat Mahoney, Sisters of St. Joseph of Brentwood, 1725 Brentwood Road, Brentwood, NY 11717.**

We will also be submitting a revised verification of share ownership to address the points raised in the letter from Amazon.com, Inc. dated December 9, 2019.

Sincerely,

A handwritten signature in cursive script that reads "Sister Pat Mahoney".

Sister Pat Mahoney
Sisters of St. Joseph of Brentwood



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

RECEIVED

DEC 06 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

December 5, 2019

David A. Zapolsky
Senior Vice President, General Counsel and Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in Amazon for several years. As faith-based investors, we seek social as well as financial return on our investments. We are concerned with the expanding footprint of Amazon's surveillance and computer vision technology that could have a serious impact on the human rights of every citizen due to lack of transparency and due diligence. It is egregious when a company as well-known as Amazon fails to assess and communicate how it is implementing its policies on human rights. We strongly encourage you to be accountable and responsible.

As a faith-based investor, I am hereby authorized to notify you of our intention to co-file this shareholder proposal with The Sisters of St. Joseph of Brentwood. I submit it for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 and for consideration and action by the shareholders at the 2020 annual meeting. A representative of the shareholders will attend the annual meeting to move the resolution as required by the SEC. Please note that the contact person for this resolution/proposal will be: Mary Beth Gallagher of the Investor Advocates for Social Justice. mbgallagher@iasj.org 973 509 8800.

As verification that we are beneficial owners of common stock in Amazon, I enclose a letter from Northern Trust Company, our portfolio custodian/record holder attesting to the fact. It is our intention to keep these shares in our portfolio through the date of Amazon's 2020 Annual Meeting.

Respectfully yours,

Nora M. Nash, OSF
Director, Corporate Social Responsibility

cc: Julie Wokaty, ICCR
Mary Beth Gallagher, IASJ

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyvzd/amazons-home-security-company-is-turning-everyone-into-cops



50 S. LaSalle Street
Chicago IL 60603

December 5, 2019

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold **719** shares of **Amazon Com. Inc. Com. Stock (CUSIP : 023135106)**. These shares have been held continuously, for at least a one-year period preceding and including **December 5th, 2019** and will continue to be at the time of your next shareholders meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Sister Nora M. Nash and/or Thomas McCaney are representatives of the Sisters of St. Francis of Philadelphia and are authorized to act on their behalf.

Sincerely,

Lisa M. Martinez- Shaffer
Second Vice President



—MARYKNOLL—SISTERS—

P.O. Box 311
Maryknoll, New York 10545-0311
Tel. (914)-941-7575

December 6, 2019

David A. Zapolsky
Senior Vice President, General Counsel and Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

The Maryknoll Sisters of St. Dominic, Inc., are the beneficial owners of over \$2,000 worth of shares in Amazon.com, Inc. These shares have been held continuously for over a year and the Sisters will maintain ownership at least until after the next annual meeting. A letter of verification of ownership is enclosed.

I am authorized, as the Maryknoll Sisters' representative, to notify you of the Sisters' intention to file the attached proposal. I submit this proposal for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

This is the same proposal as being submitted by the Sisters of St. Joseph of Brentwood, and the contact person is Mary Beth Gallagher <mbgallagher@tricri.org>. We look forward to discussing the proposal with Company representatives at your convenience.

Sincerely,

Catherine Rowan
Corporate Social Responsibility Coordinator

Mailing address: 766 Brady Ave., Apt. 635
Bronx, NY 10462

enc

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;:>

<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyyzd/amazons-home-security-company-is-turning-everyone-into-cops

Robert A. Russak
Complex Risk Officer
Assistant Vice President

Wealth Management
One Fawcett Pl, 3rd Fl.
Greenwich, CT 06830

direct 203 625 4853
fax 203 583 8752

rob.russak@morganstanley.com

Morgan Stanley

David A. Zapolsky
SVP, General Counsel and Secretary
Amazon.com, Inc.
Seattle, WA 98109
December 6, 2019

RECEIVED

DEC 09 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

RE: Maryknoll Sisters of Saint Dominic Inc., Account ***

To Whom It May Concern,

Please be advised that the Maryknoll Sisters of Saint Dominic Inc, maintain brokerage accounts at Morgan Stanley Smith Barney LLC.

Please access this letter as verification that as of December 4, 2019, the Maryknoll Sisters of Saint Dominic Inc, maintain 420 shares of Amazon Com Inc., of which 380 shares have been held continuously for over one year.

This letter is to confirm that the aforementioned shares of stock are registered with Morgan Stanley, at the Depository Trust Company.

We are presenting this information contained herein pursuant to our client's request. It is valid as of the date of issuance. Morgan Stanley does not warrant or guarantee that such identified securities, assets, or monies will remain in the client's account. The client has/have the power of withdraw assets, including excess collateral, if the account collateralizes a PLA/LAL line of credit, from these accounts at any time and no security interest or collateral rights are being granted to any party other than Morgan Stanley.

Thank you for time and consideration in this matter.

Sincerely,



Robert Russak
Complex Risk Officer
Assistant Vice President



RECEIVED

DEC 09 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

December 9, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

The Sisters of Charity of Saint Elizabeth continue to be deeply concerned about inappropriate use of surveillance tools that violate the human rights of people. We are concerned about risks to our Company in knowing your customers. Therefore, the Sisters of Charity of Saint Elizabeth request that the Board of Directors provide an independent report as described in the attached proposal.

I have been authorized by the Sisters of Charity of Saint Elizabeth to notify you of our intention to co-file this resolution with the Sisters of St. Joseph of Brentwood for consideration by the stockholders at the annual meeting and I hereby submit it for inclusion in the proxy statement, in accordance with rule 14a-8 of the general rules and regulations of the Securities Act of 1934.

The Sisters of Charity of Saint Elizabeth are the beneficial owners of at least 90 shares of stock. Enclosed is our proof of ownership. We will retain shares through the annual meeting.

If you should, for any reason, desire to oppose the adoption of the proposal by the stockholders, please include in the corporation's proxy material the attached statement of the security holder, submitted in support of this proposal, as required by the aforesaid rules and regulations.

We welcome dialogue on this important issue.

Sincerely,

Sister Barbara Aires, SC
Coordinator of Corporate Responsibility

SBA/lp



973.290.5402
973.290.5441

P. O. BOX 476
CONVENT STATION
NEW JERSEY
07951-0476

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qyyvzd/amazons-home-security-company-is-turning-everyone-into-cops

December 6th, 2019

Mr. David Zaplosky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com Inc.
410 Terry Avenue North
Seattle, WA 98109

RE: Sisters of Charity of Saint Elizabeth a/c***

Dear Corporate Secretary

This letter alone shall serve as proof of beneficial ownership of 78 shares of Amazon common stock for the Sisters of Charity of Saint Elizabeth.

Please be advised that as of 12/6/19, the Sisters of Charity of Saint Elizabeth have continuously held the requisite number of shares of common stock for at least one year, and intend to continue holding the requisite number of shares through the date of the next Annual Meeting of Shareholders.

Sincerely,



Erica Carter | Senior Analyst | Institutional Trust
| Comerica Bank | 411 West Lafayette | MC 3462 | Detroit, MI 48226 | P: 313.222.7115
Fax : 313.222.3208 | EBcarter@comerica.com

From: Moore, Dave <Dave.Moore@abhms.org>

Sent: Tuesday, December 10, 2019 8:24 AM

To: zapolsky@amazon.com

Cc: Mary Beth Gallagher (mbgallagher@iasj.org) <mbgallagher@iasj.org>; Gina Falada <gfalada@iasj.org>

Subject: American Baptist Home Society (ABHMS)- Co-filing for Amazon 2020 Customer Due Diligence - letter, resolution, and share verification

Importance: High

David,

Attached is the American Baptist Home Society Co-filing materials for the Amazon 2020 Customer Due Diligence proposal that includes the ABHMS letter, co-file resolution, and ABHMS share verification all dated December 10, 2019. The hard copy of these documents will be sent via Fed-EX overnight today 12/10/19.

Please address all communication regarding this resolution to our Socially Responsible Investing Consultant Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800. We look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,

David L. Moore Jr, CFA

Director of Investments

[American Baptist Home Mission Societies](#)

[Judson Press](#)

p 610.768.2385 f 610.768.2470

Passionaries are individuals inspired through vision and compassion to change the world for the better.

Join the ABHMS family of Passionaries in [support](#) of the "Rebuilding, Restoring, Renewing Puerto Rico" campaign.

Learn more about how we are [changing](#) the world.



American Baptist
Home Mission
Societies
Connect. Cultivate. Change.

1075 First Avenue
King of Prussia, PA 19406

www.abhms.org
www.judsonpress.com
888-79-ABHMS

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

December 10, 2019

Via mail and email: zapolsky@amazon.com

Dear Mr. Zapolsky:

American Baptist Home Mission Societies (ABHMS) considers social, environmental, and financial factors in our investment decisions. One of our mission priorities is to advance racial equity through our social justice ministries and strategies for responsible investing. As investors in Amazon, we seek to ensure that the company's surveillance technologies and cloud products are not used to exacerbate inequity. Surveillance products are disproportionately used to police communities of color due to longstanding racial inequities in the criminal justice system and systemic racism. Amazon's growing number of partnerships with police departments for Rekognition and Ring products raises concern, as there are risks that Amazon's surveillance and cloud products may be used by customers in ways which may violate civil liberties. Investors seek greater transparency from Amazon about the company's process for customer due diligence related to these high-risk technologies.

ABHMS is the beneficial owner of 1,194 shares of common stock which we have held for at least a year and intend to hold until after the annual meeting. Verification of ownership is attached.

I am hereby authorized to notify you of our intention to present the attached proposal regarding a report on Customer Due Diligence for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of the Securities Exchange Act of 1934.

Sister Patricia Mahoney of the Sisters of St. Joseph of Brentwood is the primary filer of this resolution. If an agreement is reached, Mary Beth Gallagher of Investor Advocates for Social Justice is authorized to withdraw the resolution on our behalf.

As a co-filer I respectfully request direct communication from the company and to be listed in the proxy. Please address all communication regarding this resolution to our Socially Responsible Investing Consultant Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800. We look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,

David L. Moore Jr, CFA
Director of Investments

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-D>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyyzd/amazons-home-security-company-is-turning-everyone-into-cops

BNY MELLON
ASSET SERVICING

December 10, 2019

Mr. David Moore
American Baptist Home Mission Societies
Route 363 & 1st Avenue
P.O. Box 851
Valley Forge, Pa. 19482-0851

Re: American Baptist Home Mission Societies

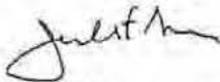
Dear Mr. David Moore,

As of and including December 10, 2019, the American Baptists Home Mission Society held, and has held continuously for at least one year, 1194 shares of Amazon.com Inc. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

This security is currently held by Mellon Trust, Master Custodian, for the American Baptist Home Mission Societies in our nominee name at Depository Trust Company.

Please contact me directly at 412-234-7122 with any questions.

Sincerely,



Jules Selia
Global Client Administration
BNY Mellon



Sisters of the Holy Names
of Jesus and Mary
U.S.-Ontario

December 10, 2019

Mr. David Zagorsky
Amazon.com, Inc.
Senior VP, General Counsel & Corporate Secretary
410 Terry AVE N
Seattle, Washington 98109-5210

RECEIVED

DEC 12 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

The Sisters of the Holy Names are concerned that Amazon customers' use of the Company's surveillance products and cloud-based services could contribute to human rights violations.

Therefore the Sisters of the Holy Names of Jesus and Mary, U.S.-Ontario Province Corporation is co-filing the enclosed resolution with the Sisters of St. Joseph of Brentwood, for action at the annual meeting in 2020. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As of December 10, 2019 the Sisters of the Holy Names of Jesus and Mary, held, and has held continuously for at least one year, 932 shares of Amazon.com, Inc. common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Amazon.com, Inc. through the annual meeting in 2020.

For matters relating to this resolution, please contact our authorized representative for the Sisters of St. Joseph of Brentwood, Mary Beth Gallagher: mbgallagher@iasj.org. Please copy me on all communications: Vicki Cummings: vcummings@snjmuson.org

Sincerely,

Vicki L. Cummings
Chief Financial Officer

Encl: Shareholder Resolution
Verification of Ownership

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyvzd/amazons-home-security-company-is-turning-everyone-into-cops



101 Barclay Street
12th Floor
New York, NY 10286

December 10, 2019

To Whom It May Concern:

This letter is to verify that Sisters of the Holy Names of Jesus & Mary owns 932 shares of Amazon Inc. common stock. Furthermore, the Sisters of the Holy Names of Jesus & Mary has held shares of Amazon Inc. continuously since the purchase date of February 12th, 2010 up to and including the record date of December 10th, 2019. Sisters of the Holy Names of Jesus & Mary will continue to hold at least the minimum number of shares required through the time of the company's next annual meeting.

This security is currently held by Bank of New York Mellon who serves as custodian for Sisters of the Holy Names of Jesus and Mary. The shares are registered in our nominee name at the Bank of New York Mellon. Please note that the Bank of New York Mellon is a DTC participant.

Sincerely

A handwritten signature in blue ink that reads "Michael T. Shayne".

Michael T. Shayne, Vice President
BNY Mellon - Asset Servicing
101 Barclay Street
New York, NY 10286
michael.shayne@bnymellon.com

December 23, 2019

VIA OVERNIGHT MAIL AND EMAIL

Vicky L. Cummings
Sisters of the Holy Names of Jesus and Mary
P.O. Box 398
Marylhurst, OR 97036
vcummings@snjmuson.org

Dear Ms. Cummings:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 12, 2019, the shareholder proposal you submitted on behalf of the Sisters of the Holy Names of Jesus and Mary (the “Co-Filer”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2020 Annual Meeting of Shareholders (the “Proposal”).

Your December 10, 2019 letter indicates that Mary Beth Gallagher is the authorized representative for the Co-Filer. Please confirm whether Ms. Gallagher is also authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal. If not, please let us know at the address below who, if anyone, is authorized to act on behalf of the Co-Filer with respect to the Proposal.

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that the Co-Filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Co-Filer has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. The December 10, 2019 letter from Bank of New York Mellon that you provided is insufficient because it states the number of shares the Co-Filer held as of December 10, 2019 but does not cover the full one-year period preceding and including December 11, 2019, the date the Proposal was submitted to the Company.

To remedy this defect, the Co-Filer must obtain a new proof of ownership letter verifying the Co-Filer’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 11, 2019, the date the Proposal was

Vicky L. Cummings

December 23, 2019

Page 2

submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of the Co-Filer’s shares (usually a broker or a bank) verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2019; or
- (2) if the Co-Filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-Filer’s ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-Filer continuously held the required number or amount of Company shares for the one-year period.

If the Co-Filer intends to demonstrate ownership by submitting a written statement from the “record” holder of the Co-Filer’s shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Co-Filer’s broker or bank is a DTC participant by asking the Co-Filer’s broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Co-Filer’s broker or bank is a DTC participant, then the Co-Filer needs to submit a written statement from the Co-Filer’s broker or bank verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2019.
- (2) If the Co-Filer’s broker or bank is not a DTC participant, then the Co-Filer needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2019. You should be able to find out the identity of the DTC participant by asking the Co-Filer’s broker or bank. If the Co-Filer’s broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Co-Filer’s account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant

Vicky L. Cummings

December 23, 2019

Page 3

that holds the Co-Filer's shares is not able to confirm the Co-Filer's individual holdings but is able to confirm the holdings of the Co-Filer's broker or bank, then the Co-Filer needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 11, 2019, the required number or amount of Company shares were continuously held: (i) one from the Co-Filer's broker or bank confirming the Co-Filer's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at Gibson, Dunn & Crutcher LLP, 1050 Connecticut Avenue NW, Washington, D.C. 20036. Alternatively, you may transmit any response by email to me at rmueller@gibsondunn.com

If you have any questions with respect to the foregoing, please contact me at (202) 955 8671. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice

Enclosures



January 2, 2020

Ronald O. Mueller
Gibson, Dunn
1050 Connecticut AVE NW
Washington, DC 20036-5306

Via email to:

Victor Twu: VTwu@gibsondunn.com

Ronald O. Mueller: RMueller@gibsondunn.com

Dear Mr. Mueller,

Following on your correspondence on behalf of Amazon.com, Inc. on December 23, 2019:

- 1) The Sisters of the Holy Names of Jesus and Mary (Co-Filer) hereby authorize Mary Beth Gallagher to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.
- 2) Attached is a written statement from BNY Mellon, the "record" holder of the Co-Filer's shares, verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2019.
- 3) As indicated in the Co-Filer's original verification, BNY Mellon is a DTC participant.

Sincerely,

Vicki L. Cummings
Chief Financial Officer
Sisters of the Holy Names of Jesus and Mary

Encl: Verification of Ownership from BNY Mellon



BNY MELLON

101 Barclay Street
12th Floor
New York, NY 10286

January 2, 2020

To Whom It May Concern:

This letter is to verify that Sisters of the Holy Names of Jesus & Mary owns 932 shares of Amazon Inc. common stock. Furthermore, the Sisters of the Holy Names of Jesus & Mary has held shares of Amazon Inc. continuously since the purchase date of February 12th, 2010 up to and including the one year period preceding and including December 11, 2019. Sisters of the Holy Names of Jesus & Mary will continue to hold at least the minimum number of shares required through the time of the company's next annual meeting.

This security is currently held by Bank of New York Mellon who serves as custodian for Sisters of the Holy Names of Jesus and Mary. The shares are registered in our nominee name at the Bank of New York Mellon. Please note that the Bank of New York Mellon is a DTC participant.

Sincerely

Michael T. Shayne, Vice President
BNY Mellon – Asset Servicing
101 Barclay Street
New York, NY 10286
michael.shayne@bnymellon.com

December 12, 2019

Mr. David Zapolsky
Senior Vice President, General Counsel and Corporate Secretary
Amazon, Inc.
410 Terry Avenue North
Seattle, Washington 98109
Via email: zapolsky@amazon.com

Dear Mr. Zapolsky:

The Unitarian Universalist Association (UUA), a long-time shareowner of Amazon is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the Board commission an independent report to assess whether the company's products or services contribute to human rights violations. The UUA is co-filing the resolution submitted by the Sisters of St. Joseph of Brentwood and delegates all decision-making to them.

The Unitarian Universalist Association ("UUA") is a faith community of more than 1000 self-governing congregations that brings to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$200 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the long-term value of our investments.

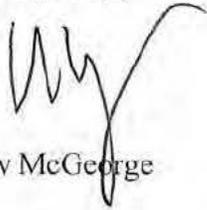
We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting. We have held at least \$2,000 in market value of the company's common stock for more than one year as of the filing date and will continue to hold at least the requisite number of shares for filing proxy resolutions through the stockholders' meeting.



Andrew McGeorge, CFA
Treasurer and
Chief Financial Officer

Verification that we are beneficial owners of the requisite shares of Amazon will be provided upon request. If you have questions or wish to discuss the proposal, please contact Mary Beth Gallagher mbgallagher@iasj.org or Pat Mahoney*** who represent the lead shareholder.

Yours very truly,

A handwritten signature in black ink, appearing to read 'Andrew McGeorge', with a stylized, sweeping flourish at the end.

Andrew McGeorge

CC: Timothy Brennan, Special Advisor on Responsible Investing
Mary Beth Gallagher mbgallagher@iasj.org
Pat Mahoney ***

Enclosure: Shareholder resolution

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyyzd/amazons-home-security-company-is-turning-everyone-into-cops

December 23, 2019

VIA OVERNIGHT MAIL AND EMAIL

Andrew McGeorge
Unitarian Universalist Association
24 Farnsworth Street
Boston, MA 02210
amcgeorge@uua.org

Dear Mr. McGeorge:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 12, 2019, the shareholder proposal you submitted on behalf of the Unitarian Universalist Association (the “Co-Filer”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2020 Annual Meeting of Shareholders (the “Proposal”).

Your December 12, 2019 letter indicates that Mary Beth Gallagher is the contact for the Proposal. Please confirm whether Ms. Gallagher is also authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal. If not, please let us know at the address below who, if anyone, is authorized to act on behalf of the Co-Filer with respect to the Proposal.

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that the Co-Filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that the Co-Filer has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, the Co-Filer must submit sufficient proof of the Co-Filer’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 12, 2019, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

Andrew McGeorge
December 23, 2019
Page 2

- (1) a written statement from the “record” holder of the Co-Filer’s shares (usually a broker or a bank) verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 12, 2019; or
- (2) if the Co-Filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-Filer’s ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-Filer continuously held the required number or amount of Company shares for the one-year period.

If the Co-Filer intends to demonstrate ownership by submitting a written statement from the “record” holder of the Co-Filer’s shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Co-Filer’s broker or bank is a DTC participant by asking the Co-Filer’s broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Co-Filer’s broker or bank is a DTC participant, then the Co-Filer needs to submit a written statement from the Co-Filer’s broker or bank verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 12, 2019.
- (2) If the Co-Filer’s broker or bank is not a DTC participant, then the Co-Filer needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 12, 2019. You should be able to find out the identity of the DTC participant by asking the Co-Filer’s broker or bank. If the Co-Filer’s broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Co-Filer’s account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Co-Filer’s shares is not able to confirm the Co-Filer’s individual holdings but is able to confirm the holdings of the Co-Filer’s broker or bank, then the Co-Filer needs to satisfy the proof of ownership requirements by obtaining and

Andrew McGeorge
December 23, 2019
Page 3

submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 12, 2019, the required number or amount of Company shares were continuously held: (i) one from the Co-Filer's broker or bank confirming the Co-Filer's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at Gibson, Dunn & Crutcher LLP, 1050 Connecticut Avenue NW, Washington, D.C. 20036. Alternatively, you may transmit any response by email to me at rmueller@gibsondunn.com

If you have any questions with respect to the foregoing, please contact me at (202) 955 8671. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice

Enclosures

January 2, 2020

Mr. Ronald O. Mueller
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Via email: rmueller@gibsondunn.com

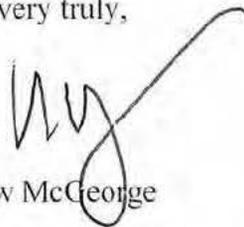
Re: Amazon, Inc.

Dear Mr. Mueller:

The Unitarian Universalist Association (UUA), a co-filer of the resolution submitted by the Sisters of St. Joseph of Brentwood, hereby delegates to Mary Beth Gallagher, the authority to act on behalf of the UUA in all respects regarding the filing up to and including any presentation or withdrawal of the Proposal.

Verification that we are beneficial owners of the requisite shares of Amazon is enclosed.

Yours very truly,



Andrew McGeorge

CC: Timothy Brennan, Special Advisor on Responsible Investing
Mary Beth Gallagher mbgallagher@iasj.org
Pat Mahoney ***
David Zapolsky zapolsky@amazon.com

Enclosure: Verification of ownership



Andrew McGeorge, CFA
Treasurer and
Chief Financial Officer



All of **us** serving you®

January 2, 2020

To Whom It May Concern:

The Unitarian Universalist Association currently holds 854.00 shares of Amazon Com Inc, CUSIP 023135106.

The Unitarian Universalist Association holds 850 shares in account *** and 4 shares in account ***

The shares have been held in custody for more than a one year period preceding and including December 12, 2019.

The Unitarian Universalist Association is the beneficial owner of the shares. US Bank's DTC participant number is 2803.

Please contact me if you have any questions or require further information.

Thank you,

Joanna Fucci

Joanna Fucci
Institutional Trust Acct Mgr
p. 215.761.9330 | f. 215.761.9414 | joanna.fucci@usbank.com

U.S. Bank
Philadelphia Liberty Place
50 S 16th St Ste 1950, Philadelphia, PA 19102 | EX-PA-WBSP | usbank.com



Congregation of the Sisters of St. Joseph of Peace

399 Hudson Terrace Englewood Cliffs, NJ 07632
201-608-5401 Fax: 201-608-5407 www.csjp.org

12/11/2019

Mr. David Zapolsky
Amazon.com, Inc.
Senior VP, General Counsel & Corporate Secretary
410 Terry AVE N
Seattle, Washington 98109-5210

RECEIVED
DEC 12 2019
AMAZON.COM, INC.
LEGAL DEPARTMENT

Dear Mr. Zapolsky,

The Sisters of St. Joseph of Peace are concerned that Amazon customers' use of the Company's surveillance products and cloud-based services could contribute to human rights violations.

Therefore the Congregation of the Sisters of St. Joseph of Peace is co-filing the enclosed resolution with the Sisters of St. Joseph of Brentwood for inclusion in the 2020 proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC Rules.

As of and including 11/30/2019 the Congregation of the Sisters of St. Joseph of Peace held, and has held continuously for at least one year, 647 shares of Amazon.com, Inc. common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Amazon.com, Inc. through the annual meeting in 2020.

For matters relating to this resolution, please contact our authorized representative for the Sisters of St. Joseph of Brentwood, Mary Beth Gallagher: mbgallagher@iasj.org/ Please copy me, Alexis Fleming, on all communications: AFleming@csjp-olp.org

Alexis Fleming
Congregation of Sisters of St. Joseph of Peace

Encl.: Verification of ownership
Resolution



WILMINGTON
TRUST

1800 Washington Blvd
PO Box 1596
Baltimore, MD 21203-1596

Letter of Verification of Ownership

RE: Institutional Custody Services Agreement dated as of August 15, 2014 (the "Custody Agreement") by and between St. Joseph Province-Sisters of St. Joseph of Peace (the "Client") and Manufacturers and Traders Trust Company ("M&T Bank")

12/11/19

To Whom it May Concern:

The Client currently holds 647 shares of Amazon.com in the custody account maintained pursuant to the terms of the Custody Agreement. The shares are registered in M&T Banks nominee name CEDE & Co at DTC.

As of and including 11/30/19, the Client holds, and has held continuously for at least one year, a minimum of 647 shares of Amazon.com. Rhumblin has agreed to restrict the sale of at least the minimum required of this security through the time of the company's next annual meeting.

Please contact Rose DiBattista at 410-545-2773 with any questions.

Sincerely,

Rose DiBattista

Banking Officer | Wilmington Trust a Division of M&T Bank
Retirement and Institutional Custody Services | Relationship Manager III
Direct 410-545-2773 | (F) 410-545-2762 (C) 410-375-2074 | 1-866-848-0383
rdibattista@wilmingtontrust.com
1800 Washington Blvd, Baltimore, MD 21230
Mail Code: MD1-MP33

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyvzd/amazons-home-security-company-is-turning-everyone-into-cops

RECEIVED

DEC 13 2019

AMAZON.COM, INC
LEGAL DEPARTMENT



*The Province of St. Joseph of the Capuchin Order
Office of Corporate Responsibility*

11 December 2019

Mr. David Zapolsky, Senior Vice President, General Counsel and Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

The Province of Saint Joseph of the Capuchin Order is a long term shareholder of Amazon. My province and other members of the Interfaith Center on Corporate Responsibility share a concern that Amazon customers' use of its surveillance and computer vision products or cloud-based services may contribute to human rights violations.

I am authorized to file the attached resolution concerning lobbying for inclusion in the 2020 proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC rules. The Province of Saint Joseph of the Capuchin Order is the beneficial owner of Amazon stock worth in excess of the \$2,000 for over a year and intends to maintain ownership through the annual general meeting in 2020. Verification for ownership will arrive by separate letter from RBC Wealth Management.

Hopefully, we can have a constructive dialogue on the issue and share ideas on how to reduce human rights risks to the Company and to communities. We look forward to this and hope that it can lead to us withdrawing the resolution. As the Sisters of St. Joseph of Brentwood are lead filers on this proposal, please, contact Mary Beth Gallagher at mbgallagher@iasj.org and/or Pat Mahoney at patmahcsj@gmail.com concerning the proposal. We hereby deputize the Sisters of St. Joseph of Brentwood to act on our behalf. I wish you peace and all good.

Sincerely,

Robert Wotypka, OFM Cap.

Robert Wotypka, OFM Cap.

Corporate Responsibility Agent, The Saint Joseph Province of the Capuchin Order

cc: Francis Sherman – Seventh Generation Interfaith Coalition for Responsible Investment
Paul Wartman – RBC Wealth Management, Brookfield WI
Enclosure: Amazon – 2020 Customer Due Diligence Resolution

Amazon, 2020 Customer Due Diligence

Resolved, Shareholders request the Board of Directors commission an independent third-party report, at reasonable cost and omitting proprietary information, assessing Amazon's process for customer due diligence, to determine whether customers' use of its surveillance and computer vision products or cloud-based services contributes to human rights violations.

Whereas, the use of Amazon's surveillance technology and cloud services in law enforcement and immigration contexts that have existing systemic inequities may replicate, exacerbate, and mask these inequities.¹ It may also compromise public oversight and contribute to widespread government surveillance. According to the UN Special Rapporteur on freedom of opinion and expression, surveillance tools may "interfere with human rights, from the right to privacy and freedom of expression to rights of association and assembly, religious belief, non-discrimination, and public participation."²

Government contracts for cloud services and surveillance technology, which lack transparency, are an increasing revenue source for Amazon Web Services (AWS), growing tenfold in five years.³ AWS is mission-critical for government agencies. Amazon's partnership with Palantir, the subject of employee and customer protests, enables Immigration and Customs Enforcement to identify, detain, and deport individuals and families, often violating human rights.⁴

Companies use "Know Your Customer" (KYC) due diligence to evaluate and mitigate clients' potential risks. For example, financial services companies use KYC to prevent money laundering. Companies selling high-risk technologies might consider using similar processes, with participation from civil rights experts and impacted stakeholders, to assess customers' suitability, human rights record, and likely end use of products.

Amazon's surveillance technologies compound historical and systemic inequity, including disproportionate use of surveillance on communities of color, even if used according to Amazon's guidelines. Customers may use technologies in ways Amazon warns against, as happened with an Oregon Sheriff's office use of Rekognition,⁵ and this may violate rights.

¹ https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3340898

² <https://www.ohchr.org/EN/NewsEvents/Pages/DisplayNews.aspx?NewsID=24736&LangID=E>

³ <https://www.nbcnews.com/tech/security/amazon-developing-high-tech-surveillance-tools-eager-customer-america-s-n1038426>

⁴ <https://investorsforhumanrights.org/investors-engaging-palantir-on-human-rights-risks;>
<https://www.businessinsider.com/amazon-employees-letter-protest-palantir-ice-camps-2019-7>

⁵ www.washingtonpost.com/technology/2019/04/30/amazons-facial-recognition-technology-is-supercharging-local-police/

Amazon partners with over 600 police departments, providing police with access to Ring doorbell video surveillance data. Amazon is contemplating integrating face surveillance capabilities into Ring.⁶ Senator Markey's investigation on Ring found Amazon has "no oversight/compliance mechanisms" to protect consumers' privacy rights.⁷ Amazon's Neighbors application allows customers to post Ring footage, which police may request or subpoena. While Neighbors prohibits discrimination, racist speech is prevalent.⁸ Ring and Neighbors blur the line between private and government functions and enable a climate of fear and distrust by misleading customers to believe crime rates exceed actual levels.

While Amazon has adopted a Human Rights Policy, it lacks information on embedding, independent oversight, and applicability to end users. Amazon fails to disclose Conditions of Use agreements, efforts to evaluate customer compliance therewith, or analysis of said agreements' effectiveness at preventing harmful use.

Inadequate due diligence around customers' use of surveillance and cloud technologies presents privacy and data security risks, which the Sustainability Accounting Standards Board identifies as material for E-Commerce companies.

Amazon is responsible for ensuring its customers do not use surveillance and cloud products to violate human rights.

⁶ <https://www.aclu.org/blog/privacy-technology/surveillance-technologies/amazons-disturbing-plan-add-face-surveillance-yo-0>

⁷ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

⁸ https://www.vice.com/en_us/article/qvyvzd/amazons-home-security-company-is-turning-everyone-into-cops



**Wealth
Management**

RECEIVED

DEC 16 2019

18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

Office: 262.395.9111
Fax: 262.395.1119
Toll Free: 800.388.3246
www.rbcwm-usa.com

December 11, 2019

AMAZON.COM, INC.
LEGAL DEPARTMENT

Mr. David Zapolsky, Senior Vice President, General Counsel and Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky:

The Province of the Capuchin Order Corporate Responsibility Account with address of 930 West State Street, Milwaukee, WI 53233, has held at least \$2000.00 of the common stock of Amazon.com, Inc. uninterruptedly for over one year from the date of this letter. The Capuchin Order has informed us of their intention to hold the shares through next year's annual meeting. RBC Capital Markets, LLC holds shares with our custodian, the Depository Trust Company and our participant number is 0235.

Thank you.

Paul Wartman
Senior Vice President –
Financial Advisor
RBC Wealth Capital Markets, LLC
(262) 395-1114

Although it is our understanding that the Province fully intends to own the referenced stock position for the stated time period, this is not guaranteed by RBC Wealth Management.

Cc: Robert Wotypka
Province of St. Joseph of the
Capuchin Order

Investment and insurance products: • Not insured by the FDIC or any other federal government agency
• Not a deposit of, or guaranteed by, the bank or an affiliate of the bank • May lose value

From: Robert Wotypka <robertw@thecapuchins.org>
Date: December 20, 2019 at 9:25:52 PM EST
To: "zapolsky@amazon.com" <zapolsky@amazon.com>, "RMueller@gibsondunn.com" <RMueller@gibsondunn.com>
Cc: Christopher Cox^{***}, "Diana.Kearney@oxfam.org" <Diana.Kearney@oxfam.org>, "Sarah.Zoen@oxfam.org" <Sarah.Zoen@oxfam.org>
Subject: HRIA filing for Amazon 2020 AGM

[External Email]

Dear Mr. Zapolsky and Mr. Mueller,

I wish you peace and all good. I am the Corporate Responsibility agent for the Province of Saint Joseph and in that role have co-filed a Human Rights assessment resolution for the 2020 AGM of Amazon.com, inc.

Please substitute Oxfam America's human rights impact assessment shareholder resolution with this amended version, which makes a small number of non-material deletions to ensure we are below the word limit according to how Amazon calculates length.

Thank you very much ---

Your brother Robert Wotypka, OFM Cap.

414 509 8460



HUMAN RIGHTS IMPACT ASSESSMENT SHAREHOLDER RESOLUTION
AMAZON 2020

Whereas as shareholders, we look to companies to manage human rights risks and impacts to demonstrate sound corporate governance and risk oversight. This is an effective means for management to mitigate against significant operational, financial, and reputational risks associated with negative human rights impacts throughout its supply chain. Additionally, company efforts to align policies with human rights standards like the United Nations Guiding Principles on Business and Human Rights,¹ facilitate sustainable business planning, and improve relations with customers, workers, and business partners.

RESOLVED: Shareholders request that Amazon publish Human Rights Impact Assessment(s) (“Assessment”), at reasonable cost and omitting proprietary/confidential information, examining the actual and potential impacts of one or more high risk² products sold by Amazon or its subsidiaries. An Assessment should evaluate human rights impacts throughout the supply chain.

Supporting Statement: Proponents recommend that Assessments include the following information:

- Human rights standards used to frame the Assessment;
- Actual and potential adverse impacts associated with the high-risk product(s); and
- Overview of how the findings will be acted upon to prevent, mitigate and/or remedy impacts.

Companies that cause, contribute to, or are directly linked to human rights abuses face material risks, including reputational damage, project disruptions, and litigation, which can undermine shareholder value. Public scrutiny is intensifying reputational risks for retailers selling goods produced with child or forced labor: the

¹ https://www.ohchr.org/documents/publications/GuidingprinciplesBusinesshr_eN.pdf

² High risk products may be selected by: (1) identifying products that pose the most salient human rights risks, which refers to those that could have severe negative impacts; and then (2) prioritizing which products to assess, based upon actual or potential severity of adverse impact on human rights.



NY Times detailed slave labor in Southeast Asia’s shrimp industry,³ the Wall Street Journal revealed labor abuses in Malaysia’s palm oil sector,⁴ and CNN chronicled rampant labor abuse among U.S. tomato producers.⁵ Amazon is not immune to these risks: as owners of Whole Foods and AmazonFresh, which sell these types of products, Amazon is exposed to significant risk. The Department of Labor has identified dozens of products that appear on Whole Foods’s shelves, including palm oil, cocoa and bananas, as produced using forced or child labor in some countries.⁶

While human rights issues are addressed in Amazon’s Supplier Code of Conduct, Amazon describes specific audits and does not indicate that it performs Assessments. Audits do not comprehensively evaluate actual and potential risks to human rights of stakeholders throughout supply chains. Human rights Assessments would allow Amazon to identify and take steps to prevent such impacts. Furthermore, while Proponents appreciate Amazon’s Human Rights Policy assurance that they “implement plans to address issues and make improvements where necessary,” this statement does not constitute an Assessment, nor provide shareholders with information about specific risks related to Amazon’s products. By contrast, leading companies like Coca Cola and Nestlé publish human rights Assessments on high risk food products in their supply chains.

³ <https://www.nytimes.com/2014/06/22/opinion/sunday/thai-seafood-is-contaminated-by-human-trafficking.html>

⁴ <https://www.wsj.com/articles/palm-oil-migrant-workers-tell-of-abuses-on-malaysian-plantations-1437933321>

⁵ <https://www.cnn.com/2017/05/30/world/ciw-fair-food-program-freedom-project/index.html>

⁶ <https://www.dol.gov/sites/dolgov/files/ILAB/ListofGoods.pdf>

December 24, 2019

VIA OVERNIGHT MAIL AND EMAIL

Robert Wotypka
Province of Saint Joseph of the Capuchin Order
930 West State St.
Milwaukee, WI 53233
robertw@thecapuchins.org

Dear Mr. Wotypka:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 13, 2019, the shareholder proposal entitled “Customer Due Diligence” that you submitted on behalf of the Province of Saint Joseph of the Capuchin Order (the “Co-Filer”) pursuant to Securities and Exchange Commission Rule 14a-8 for inclusion in the proxy statement for the Company’s 2020 Annual Meeting of Shareholders (the “Customer Due Diligence Proposal”). Your cover letter stated that the lead filers of the Customer Due Diligence Proposal were the Sisters of St. Joseph of Brentwood.

On December 20, 2019, the Company received a proposal from you entitled “Human Rights Impact Assessment Shareholder Resolution.” In the related correspondence, you stated that the Co-Filer “ha[s] co-filed a Human Rights assessment resolution” with the Company and that the Company should “substitute Oxfam America’s human rights impact assessment shareholder resolution with this amended version.” Please note that the Company does not have a record of having received a Human Rights assessment resolution from the Co-Filer, and it is past the deadline to submit a proposal or become a co-filer for a different proposal. If the Co-Filer wishes to withdraw as a co-filer of the Customer Due Diligence Proposal, please let us know at the address below.

Robert Wotypka
December 24, 2019
Page 2

Additionally, your December 11, 2019 letter indicates that Mary Beth Gallagher is the contact for the Customer Due Diligence Proposal. Please confirm whether Ms. Gallagher is also authorized to represent and act on behalf of the Co-Filer in all matters relating to the Customer Due Diligence Proposal, including any presentation or withdrawal of the Customer Due Diligence Proposal. If not, please let us know at the address below who is authorized to act on behalf of the Co-Filer with respect to the Customer Due Diligence Proposal.

Please address any response to me at Gibson, Dunn & Crutcher LLP, 1050 Connecticut Avenue NW, Washington, D.C. 20036. Alternatively, you may transmit any response by email to me at rmueller@gibsondunn.com.

If you have any questions with respect to the foregoing, please contact me at (202) 955-8671.

Sincerely,

A handwritten signature in blue ink that reads "Ronald O. Mueller". The signature is written in a cursive style and is positioned above the printed name.

Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice

EXHIBIT B

Amazon – 2020

Whereas, Amazon Web Services markets and sells to government a facial recognition system (Rekognition), that may pose significant financial risks due to privacy and human rights implications;

Human and civil rights organizations are concerned that facial surveillance technology may violate civil rights by unfairly and disproportionately targeting and surveilling people of color, immigrants and civil society organizations;

Nearly 70 organizations asked Amazon to stop selling Rekognition, citing its role enabling “government surveillance infrastructure”;

Hundreds of Amazon employees petitioned Amazon’s Chief Executive Officer to stop providing Rekognition to government, a practice detrimental to internal company cohesion, morale, and undermining employees’ commitment to retail customers by placing those customers at risk of warrantless, discriminatory surveillance, as Amazon faced year-long protests after reportedly pitching Rekognition to Immigration and Customs Enforcement;

The American Civil Liberties Union found Rekognition matched 28 members of Congress, incorrectly identifying them as individuals who have been arrested for a crime, and later found Rekognition falsely matched 1 in 5 California lawmakers, while other research shows Rekognition is worse at identifying black women than white men and misgenders nonbinary people;

Led by San Francisco, multiple cities have banned government facial recognition and multiple state legislatures have proposed legislation reining in facial recognition;

There is little evidence our Board of Directors, as part of its fiduciary oversight, has rigorously assessed risks to Amazon’s financial performance associated with privacy and human rights threats to customers and other stakeholders;

Amazon announced Rekognition detects all “seven emotions”, including “Fear”. If sold to government, the technology could be used to repress dissenters and produce errors, discrimination and harm;

At the 2019 Amazon shareholders meeting, a similar proposal was introduced and received approximately 28% of shareholder support;

Resolved: Shareholders request the Board of Directors commission an independent study of Rekognition and report to shareholders regarding:

- The extent to which such technology may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States;
- The extent to which such technologies may be marketed and sold to authoritarian or repressive governments, including those identified by the United States Department of State Country Reports on Human Rights Practices;
- The potential loss of good will and other financial risks associated with these human rights issues;

The report should be produced at reasonable expense, exclude proprietary or legally privileged information, and be published no later than September 1st, 2020.

Supporting Statement

We believe the Board of Director's fiduciary duty of care extends to thoroughly evaluating the impacts on reputation and shareholder value, of any facial recognition technology Amazon develops, produces or markets on which significant concerns are raised regarding the danger to civil and privacy rights of customers and stakeholders.