

January 25, 2021

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 Oxfam America, Inc. 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 2021 Annual Meeting of Shareholders (collectively, the “2021 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”) received from Oxfam America, Inc., Vermont Pension Investment Committee, Benedictine Sisters of Mount St. Scholastica, Employees’ Retirement System of Rhode Island, The Province of Saint Joseph of the Capuchin Order, and Missionary Oblates of Mary Immaculate (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 2021 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 that if the Proponents elect to submit additional correspondence to the Commission or the

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Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

### THE DUPLICATE PROPOSAL

The Proposal states:

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

A copy of the Proposal and the 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 2021 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 2021 Proxy Materials.

### ANALYSIS

#### **I. 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 2021 Proxy Materials.**

##### *A. Background.*

The Proposal substantially duplicates a shareholder proposal the Company previously received from Jing Zhao (the “Prior Proposal,” and together with the Proposal, the “Proposals”) and statements in support thereof (together with the Supporting Statement, the “Supporting Statements”) because both Proposals seek to provide for employee representation on the Company’s board of directors (the “Board”). The Prior Proposal states:

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Resolved: stockholders recommend that Amazon.com, Inc. (our company) reform the board of directors to include at least one non-executive employee representative.

A copy of the Prior Proposal and statements in support thereof is attached to this letter as Exhibit B.

The Company received the Prior Proposal on October 20, 2020, whereas the Company subsequently received the Proposal on December 3, 2020. The Company intends to include the Prior Proposal in the 2021 Proxy Materials. As discussed below, the principal focus of each of the Proposals is the same, and the Proposal therefore is properly excludable under Rule 14a-8(i)(11).

*B. 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 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 it received 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 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 scope and even if the proposals request 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

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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 founding 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).

*C. 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: a request that the Company take action to provide for employee representation on the Board. This duplication is demonstrated by the following chart:

<i>Prior Proposal</i>	<i>The Proposal</i>
<i>The subject matter of each of the Proposals is the composition of the Board.</i>	
“[S]tockholders recommend that Amazon.com, Inc. (our Company) reform the board of directors to include . . . .”	“Shareholders of [the Company] urge the board to adopt a policy . . . [to] requir[e] that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) . . . .”
<i>Each of the Proposals requests that the Company take action to provide for employee representation on the Board.</i>	
“. . . at least one non-executive employee representative.”	“. . . hourly [a]ssociates.”

The two ways in which the Proposals vary are: (i) the methodology for providing employee representation on the Board, and (ii) the terminology used to define employees for this purpose. With respect to methodology, by requesting that the Company add at least one employee representative to the Board, the Prior Proposal effects directly what the Proposal seeks to achieve indirectly. While the process contemplated varies, the objective is the same,

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as reflected in the Supporting Statement, which begins with an assertion about purported benefits of having “employees on corporate boards” and ends with an assertion that “the Board should ensure that it has worker representation” on the Board.

With respect to which employees the Proposals seek to place on the Company’s Board, the Prior Proposal uses the terms “non-executive employees” while the Proposal utilizes the term “hourly [a]ssociates.” While the Proposal encompasses a smaller group of employees than what the Prior Proposal encompasses, both share a focus on a broad-based group of employees who are not in senior management roles. The differences in wording between the Proposals do not alter the fact that the principal thrust and focus of each of the Proposals are the same, as they both seek to implement a special director selection process to prioritize employees’ representation on the Board.

The overlap of the Proposals is further demonstrated by the similar focus and concerns addressed in the Supporting Statements:

<i>Prior Proposal</i>	<i>The Proposal</i>
<i>Each of the Supporting Statements references Senator Elizabeth Warren’s proposed legislation regarding employee representation on corporate boards.</i>	
“... such as United States Senator Elizabeth Warren’s plan ‘transforming large American companies by letting their workers elect at least 40% of the company’s board members . . . .’”	“... an initiative led by Senators Tammy Baldwin and Elizabeth Warren which would codify employee representation on boards . . . .”
<i>Each of the Supporting Statements highlights pay equity considerations among executives and employees as support for adding employee representation to the Board.</i>	
“[A]ccording to Notice of 2020 Annual Meeting of Shareholders . . . in 2019 our company SVP pay ratio is amazingly higher than 2000 to 1 . . . .”	“Policymakers have noted that maintaining the status quo of corporate governance contributes to ‘stagnant wages [and] runaway executive compensation . . . .’”

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<i>Each of the Supporting Statements makes comparisons to corporate governance models in other countries as support for adding employee representation to the Board.</i>	
“Big European and Japanese company pay ratios are less than 20 to 1.”	“In Germany, the ‘co-determination’ model of shared governance . . .”  <i>and</i> “The UK recently adopted a rule mandating that boards engage with employees to enhance worker voice in the boardroom . . .”
<i>Each of the Supporting Statements addresses sustainability considerations as support for adding employee representation to the Board.</i>	
“It is not sustainable for our company.”	“There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.”

Moreover, as noted above, the more extensive language in the Supporting Statement makes clear that the objective of the Proposal is the same as the objective of the Prior Proposal: “to ensure that [the Board] has worker representation” in light of the Proponents’ assertions that “employees on corporate boards can contribute to the long-term sustainability of a company” and “employee representation grows the value of a company in several ways.” As demonstrated in the foregoing comparisons, the differences in terminology and methodology do not change the conclusion that the Proposals share the same principal thrust and focus, and therefore substantially duplicate one another.

The Staff has consistently concurred that two proposals can be substantially similar within the scope of Rule 14a-8(i)(11) 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 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

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related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings” 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 their terminology and methodology, the Proposals have the same principal thrust and focus: adding employee representation on the Board. The Company currently has a dynamic and effective process for identifying and recruiting qualified and diverse directors, including those with significant experience in human capital management,<sup>1</sup> who are expected to, and do, represent the interests of all Company stakeholders (including employees). The Proposals ask the Company to deviate from its existing practices and implement a special director selection process that prioritizes a single constituency (i.e., employees). As a result, the actions requested by the Proposals would address substantially the same issues: changing the Company’s processes that provide for selecting candidates for the Board, the composition of the Board, and the Company’s relations with its employees.

Further, the Staff previously has concurred in the exclusion of shareholder proposals as substantially duplicative even when the second proposal is more specific or limited than the first proposal. For example, in *JPMorgan Chase & Co. (New York City Employees’ Retirement System et al.)* (avail. Mar. 14, 2011), the Staff concluded that a proposal that specifically requested a report on internal controls over its mortgage servicing operations could be omitted in reliance on Rule 14a-8(i)(11) as substantially duplicative of other previous proposals that asked for general oversight on the development and enforcement on already-existing internal controls related to loan modification methods. Irrespective of the

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<sup>1</sup> The Company’s 2020 Proxy Statement includes “human capital management” among the qualifications and skills considered important by the Nominating and Corporate Governance Committee in evaluating director candidates. See [https://www.sec.gov/Archives/edgar/data/1018724/000119312520108422/d897711ddef14a.htm#toc897711\\_12](https://www.sec.gov/Archives/edgar/data/1018724/000119312520108422/d897711ddef14a.htm#toc897711_12).

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differences in scope and detail, the principal focus and the core issue of general mortgage modification practices remained the same. *See also Exxon Mobil Corp. (Goodwin et al.)* (avail. Mar. 19, 2010) (concurring in the exclusion of a proposal seeking consideration of a decrease in the demand for fossil fuels as substantially duplicative of a proposal asking for a report to assess the financial risks associated with climate change); *Lehman Brothers Holdings Inc.* (avail. Jan. 12, 2007) (concurring in the exclusion of a proposal requesting semi-annual reports on independent expenditures, political contributions, and related policies and procedures as substantially duplicative of a proposal that sought an annual disclosure of independent expenditures and political contributions); *American Power Conversion Corp.* (avail. Mar. 29, 2002) (concurring in the exclusion of a proposal asking that the company's board of directors create a goal to establish a two-thirds independent board as substantially duplicative of a proposal that sought a policy requiring nomination of a majority of independent directors).

Finally, because the Proposal substantially duplicates the Prior Proposal, if the Company were required to include both of the Proposals in its 2021 Proxy Materials, there is a significant risk that the Company's shareholders would be confused when asked to vote on the Proposals. In such a circumstance, shareholders could assume incorrectly that there must be substantive differences between the Proposals and the requested actions. As noted above, 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). 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 2021 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

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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](mailto: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.  
Sarah Zoen, Oxfam America, Inc.  
Diana Kearney, Oxfam America, Inc.  
Elizabeth A. Pearce, Vermont Pension Investment Committee  
Rose Marie Stallbaumer, Benedictine Sisters of Mount St. Scholastica  
Randy Rice, Employees' Retirement System of Rhode Island  
Robert Wotypka, The Province of Saint Joseph of the Capuchin Order  
Séamus Finn, Missionary Oblates of Mary Immaculate

**EXHIBIT A**

**From:** Sarah Zoen <[Sarah.Zoen@Oxfam.org](mailto:Sarah.Zoen@Oxfam.org)>

**Sent:** Thursday, December 3, 2020 11:53 AM

**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)

**Cc:** Robert Silverman <[Robert.Silverman@Oxfam.org](mailto:Robert.Silverman@Oxfam.org)>; Petion, Tessie <[tessiep@amazon.com](mailto:tessiep@amazon.com)>; DeWine, LeighAnne <[dewine@amazon.com](mailto:dewine@amazon.com)>; Diana Kearney <[Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org)>

**Subject:** Oxfam - Shareholder Proposal

Dear Mr. Zapolsky,

Please see our proposal attached. I'm also copying relevant Amazon and Oxfam colleagues. Can you confirm receipt? Also, please reach out with any questions.

Best,  
Sarah

...

**SARAH ZOEN** | Senior Advisor, Private Sector Department  
Oxfam America | Hawaii | M: +1 (617) 417-2115  
Pronouns: She/her/hers

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December 3, 2020

**BY EMAIL AND OVERNIGHT DELIVERY**

Amazon.com, Inc.  
Attn: Senior Vice President, General Counsel and Secretary David A. Zapolsky  
410 Terry Ave. North  
Seattle, WA 98109  
Email: zapolsky@amazon.com

Re: Shareholder proposal for 2021 Annual Shareholder Meeting

Dear Mr. Zapolsky,

Enclosed please find a proposal of Oxfam America, Inc. (“Oxfam America”) to be included in the proxy statement of Amazon.com, Inc. (the “Company”) for its 2021 annual meeting of shareholders.

Oxfam America has continuously held, for at least one year as of the date hereof, sufficient shares of the Company’s common stock to meet the requirements of Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934, as amended. Verification of this ownership will be forthcoming. Oxfam America intends to continue to hold such shares through the date of the Company’s 2021 annual meeting of shareholders.

Oxfam America is the lead filer for this proposal and may be joined by other shareholders as co-filers. Oxfam America as lead filer is authorized to negotiate on behalf of each co-filer any potential withdrawal of this proposal.

Oxfam America welcomes the opportunity to discuss this proposal with representatives of the Company. Please feel free to contact me with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Sarah Zoen", written over a light-colored rectangular background.

Sarah Zoen  
Senior Advisor, Private Sector Department  
Oxfam America

[Enclosure]

CC: Leigh Anne DeWine [dewine@amazon.com](mailto:dewine@amazon.com)  
Tessie Petion [tessiep@amazon.com](mailto:tessiep@amazon.com)

## Policy to Include Hourly Associates as Director Candidates

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**WHEREAS:** There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.

Policymakers have noted that maintaining the status quo of corporate governance contributes to “stagnant wages, runaway executive compensation and underinvestment in research and innovation.”<sup>1</sup> The business community makes similar observations: the Business Roundtable, which counts Amazon among its members, recently announced that it is reevaluating the purpose of a corporation to align with stakeholders’ interests and to generate shared prosperity for business and society, because investing in employees and communities offers “the most promising way to build long-term value.”<sup>2</sup>

New research suggests that employee representation grows the value of a company in several ways. According to the National Bureau of Economic Research, giving workers formal control rights raises capital formation and increases female representation.<sup>3</sup> In Germany, the “co-determination” model of shared governance has been lauded as a check against short-termist capital allocation practices.<sup>4</sup>

Legislators are supportive of this notion as well. Nearly one-third of Senate Democrats support an initiative led by Senators Tammy Baldwin<sup>5</sup> and Elizabeth Warren which would codify employee representation on boards, as they acknowledge that modern corporate governance needs to be accountable to and inclusive of a wider array of interests, notably employees.<sup>6</sup> Additionally, polling demonstrates substantial public support (over 53%) across party lines for employee representation.<sup>7</sup> The UK recently adopted a rule mandating that boards engage with employees to enhance worker voice in the boardroom, which may include appointing a non-executive employee as director.<sup>8</sup>

The Amazon board lacks representation from the hourly Associates who thoroughly understand the company’s daily operations. Women and racial minorities, which constitute a large percentage of Amazon’s hourly associates, are also comparatively underrepresented at the board level, which remains predominantly male and white.<sup>9</sup> Amazon has been publicly excoriated for mistreating workers— including criticism over dehumanizing working conditions, anti-union activities, and placing significant strain on

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<sup>1</sup> <https://www.nytimes.com/2019/01/06/opinion/warren-workers-boards.html>

<sup>2</sup> <https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

<sup>3</sup> <http://economics.mit.edu/files/17273>

<sup>4</sup> <https://prospect.org/labor/codetermination-difference/>

<sup>5</sup> <https://www.baldwin.senate.gov/>

<sup>6</sup> <https://www.wsj.com/articles/companies-shouldnt-be-accountable-only-to-shareholders-1534287687>;

<https://www.baldwin.senate.gov/press-releases/reward-work-act-2019>

<sup>7</sup> <https://www.dataforprogress.org/blog/2018/12/14/employee-governance>

<sup>8</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>

<sup>9</sup> <https://www.seattletimes.com/business/amazon/amazon-more-diverse-at-its-warehouses-than-among-white-collar-ranks/>

taxpayers by forcing their employees to rely upon food stamps.<sup>10</sup> Employees have described workplace conditions as “hellish.”<sup>11</sup> Because protecting the company’s reputation and ability to retain its workforce factor heavily into shareholder value, the Board should ensure that it has worker representation so that it may assess and address these risks directly.

We urge shareholders to vote for this proposal.

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<sup>10</sup>[https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats\\_Wrong\\_With\\_Amazon\\_-\\_website.pdf?1543959297](https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats_Wrong_With_Amazon_-_website.pdf?1543959297); <https://time.com/5629233/amazon-warehouse-employee-treatment-robots/>;

<sup>11</sup> <https://nypost.com/2019/07/13/inside-the-hellish-workday-of-an-amazon-warehouse-employee/>

December 8, 2020

**VIA OVERNIGHT MAIL**

Sarah Zoen  
Oxfam America, Inc.  
1101 17th Street, NW  
Suite 1300  
Washington, D.C. 20036

Dear Ms. Zoen:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 3, 2020, the shareholder proposal you submitted on behalf of Oxfam America, Inc. (the “Proponent”) entitled “Policy to Include Hourly Associates as Director Candidates” pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2021 Annual Meeting of Shareholders (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 proof that the Proponent 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 Proponent must submit sufficient proof of the Proponent’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 3, 2020, 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:

- (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 3, 2020; 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

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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 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 3, 2020.
- (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 3, 2020. 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 3, 2020, 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.

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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](mailto: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

**From:** Sarah Zoen <[Sarah.Zoen@Oxfam.org](mailto:Sarah.Zoen@Oxfam.org)>  
**Sent:** Friday, December 18, 2020 4:49 PM  
**To:** Mueller, Ronald O. <[RMueller@gibsondunn.com](mailto:RMueller@gibsondunn.com)>  
**Cc:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com); Diana Kearney <[Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org)>; Robert Silverman <[Robert.Silverman@Oxfam.org](mailto:Robert.Silverman@Oxfam.org)>  
**Subject:** Oxfam proof of ownership

[External Email]

Dear Mr. Mueller,

See attached the verification requested. Let me know if you have any questions.

Best,  
Sarah

...

**SARAH ZOEN** | Senior Advisor, Private Sector Department  
Oxfam America | Hawaii | M: +1 (617) 417-2115  
Pronouns: She/her/hers

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Fidelity Clearing & Custody Solutions®

100 Crosby Parkway KCIJ  
Covington, KY 41015

December 18, 2020

Oxfam America Inc.  
Activist Fund  
226 Causeway Street, Fl 5  
Boston, MA 02114-2155

To Whom It May Concern:

Please accept this letter as confirmation that National Financial Services (NFS) holds 3 shares of Amazon.com, Inc. (AMZN) for the benefit of Oxfam America, Inc. Per our records, these shares were purchased on September 15, 2017.

Oxfam America, Inc. Activest Fund is the beneficial owner of the Shares and has owned shares of Amazon.com, Inc. continuously since September 15, 2017 through December 3, 2020 in account ending \*\*\*\* .

Sincerely,

A handwritten signature in cursive script that reads "Linda M. Gilman".

Linda Gilman  
Client Services Manager

Our file: W499839-18DEC20

200 Seaport Boulevard, Boston, MA 02210

Fidelity Clearing & Custody Solutions® provides clearing, custody, or other brokerage services through National Financial Services LLC or Fidelity Brokerage Services LLC, Members NYSE, SIPC.

526665.6.0

**From:** Green, Katie <[Katie.Green@vermont.gov](mailto:Katie.Green@vermont.gov)>  
**Sent:** Monday, December 14, 2020 1:29 PM  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com); DeWine, LeighAnne <[dewine@amazon.com](mailto:dewine@amazon.com)>; Petion, Tessie <[tessiep@amazon.com](mailto:tessiep@amazon.com)>  
**Cc:** Henry, Eric <[Eric.Henry@vermont.gov](mailto:Eric.Henry@vermont.gov)>  
**Subject:** Shareholder Resolution Filing by the Vermont Pension Investment Committee  
**Importance:** High

Good Afternoon David,

Please find attached shareholder resolution filing materials from the Vermont Pension Investment Committee. We would be appreciative if you could please confirm receipt of this email and the materials. Thank you and have a great week.

Sincerely,

Katie Green  
Deputy Chief Investment Officer  
Vermont State Treasurer's Office  
109 State Street - 4th Floor  
Montpelier, VT 05609-6200  
(c) 802-249-3335  
(h) 802-485-4135  
[Katie.Green@vermont.gov](mailto:Katie.Green@vermont.gov)

**ELIZABETH A. PEARCE**  
STATE TREASURER



**UNCLAIMED PROPERTY DIVISION**  
TEL: (802) 828-2407

**RETIREMENT DIVISION**  
TEL: (802) 828-2305  
FAX: (802) 828-5182

**ACCOUNTING DIVISION**  
TEL: (802) 828-2301  
FAX: (802) 828-2884

**STATE OF VERMONT**  
**OFFICE OF THE STATE TREASURER**

December 14, 2020

Amazon.com, Inc.  
Attn: Senior Vice President, General Counsel and Secretary David A. Zapolsky  
410 Terry Ave. North  
Seattle, WA 98109  
Email: [zapolsky@Amazon.com](mailto:zapolsky@Amazon.com)

Dear Mr. Zapolsky,

The Vermont Pension Investment Committee (“VPIC”) considers social, environmental, governance, and financial factors in our investment decisions. The VPIC has a long-term investment strategy consistent with the duration of Retirement System liabilities. It strives to be a thoughtful, analytical, and patient investor that believes portfolio risk management is a central fiduciary responsibility. The VPIC is filing this resolution with Amazon.com, Inc. with the belief that addressing risks to reputation and workforce retention is best served with representation of the employee perspective on the Board and by mitigating these risks it will protect long-term shareholder value and strengthen the corporation.

Vermont Pension Investment Committee is the owner of over \$2,000 of Amazon.com, Inc. stock held continuously for over one year. Vermont Pension Investment Committee intends to continue to hold this stock until after the upcoming Annual Meeting and has provided proof of ownership from a DTC participant attached to this letter. I hereby notify Amazon.com, Inc. of Vermont Pension Investment Committee’s intention to co-file the enclosed shareholder resolution and am submitting the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Vermont Pension Investment Committee is co-filing this resolution with Oxfam America, who is the “primary filer” of this resolution and is authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal of the resolution.

We look forward to discussing the issues surrounding the requested report at your earliest convenience.

Sincerely,

Elizabeth A. Pearce  
Vermont State Treasurer

## Policy to Include Hourly Associates as Director Candidates

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**WHEREAS:** There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.

Policymakers have noted that maintaining the status quo of corporate governance contributes to “stagnant wages, runaway executive compensation and underinvestment in research and innovation.”<sup>1</sup> The business community makes similar observations: the Business Roundtable, which counts Amazon among its members, recently announced that it is reevaluating the purpose of a corporation to align with stakeholders’ interests and to generate shared prosperity for business and society, because investing in employees and communities offers “the most promising way to build long-term value.”<sup>2</sup>

New research suggests that employee representation grows the value of a company in several ways. According to the National Bureau of Economic Research, giving workers formal control rights raises capital formation and increases female representation.<sup>3</sup> In Germany, the “co-determination” model of shared governance has been lauded as a check against short-termist capital allocation practices.<sup>4</sup>

Legislators are supportive of this notion as well. Nearly one-third of Senate Democrats support an initiative led by Senators Tammy Baldwin<sup>5</sup> and Elizabeth Warren which would codify employee representation on boards, as they acknowledge that modern corporate governance needs to be accountable to and inclusive of a wider array of interests, notably employees.<sup>6</sup> Additionally, polling demonstrates substantial public support (over 53%) across party lines for employee representation.<sup>7</sup> The UK recently adopted a rule mandating that boards engage with employees to enhance worker voice in the boardroom, which may include appointing a non-executive employee as director.<sup>8</sup>

The Amazon board lacks representation from the hourly Associates who thoroughly understand the company’s daily operations. Women and racial minorities, which constitute a large percentage of Amazon’s hourly associates, are also comparatively underrepresented at the board level, which remains predominantly male and white.<sup>9</sup> Amazon has been publicly excoriated for mistreating workers— including criticism over dehumanizing working conditions, anti-union activities, and placing significant strain on

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<sup>1</sup> <https://www.nytimes.com/2019/01/06/opinion/warren-workers-boards.html>

<sup>2</sup> <https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

<sup>3</sup> <http://economics.mit.edu/files/17273>

<sup>4</sup> <https://prospect.org/labor/codetermination-difference/>

<sup>5</sup> <https://www.baldwin.senate.gov/>

<sup>6</sup> <https://www.wsj.com/articles/companies-shouldnt-be-accountable-only-to-shareholders-1534287687>;

<https://www.baldwin.senate.gov/press-releases/reward-work-act-2019>

<sup>7</sup> <https://www.dataforprogress.org/blog/2018/12/14/employee-governance>

<sup>8</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>

<sup>9</sup> <https://www.seattletimes.com/business/amazon/amazon-more-diverse-at-its-warehouses-than-among-white-collar-ranks/>

taxpayers by forcing their employees to rely upon food stamps.<sup>10</sup> Employees have described workplace conditions as “hellish.”<sup>11</sup> Because protecting the company’s reputation and ability to retain its workforce factor heavily into shareholder value, the Board should ensure that it has worker representation so that it may assess and address these risks directly.

We urge shareholders to vote for this proposal.

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<sup>10</sup>[https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats\\_Wrong\\_With\\_Amazon\\_-\\_website.pdf?1543959297](https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats_Wrong_With_Amazon_-_website.pdf?1543959297); <https://time.com/5629233/amazon-warehouse-employee-treatment-robots/>;

<sup>11</sup> <https://nypost.com/2019/07/13/inside-the-hellish-workday-of-an-amazon-warehouse-employee/>



December 14, 2020

Amazon.com, Inc.  
Attn: Senior Vice President, General Counsel and Secretary David A. Zapolsky  
410 Terry Ave. North  
Seattle, WA 98109

Amazon.com Inc.  
Re: State of Vermont Pension and Investment Committee

To whom it may concern:

As custodian of The State of Vermont, Vermont Pension Investment Committee (the "Fund"), we are writing to report that as of the close of business December 14, 2020 the Fund held 125 shares of Amazon.com Inc. ("Company") stock in our account at Depository Trust Company (account #3622). The Fund has held in excess of \$2,000 worth of shares in your Company continuously from December 14, 2019 – December 14, 2020.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 617-357-1219.

Sincerely,

BlackRock Institutional Trust Company, N.A.

By:   
Name: Don Perault  
Title: Managing Director

Date: December 14, 2020

**From:** McCracken, Barbara  
**Sent:** Tuesday, December 15, 2020 1:18 PM  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)  
**Subject:** Fwd: Attached Image

David Zapolsky, Please find in the attachment below a letter to you and a copy of our stockholder resolution regarding adding an hourly associate to the board of directors. Thank you for taking care of this matter. Stay well. Blessings, Barbara McCracken (assistant to Rose Marie Stallbaumer)

----- Forwarded message -----

**From:** **Mount Saint Scholastica** <[scanner@mountosb.org](mailto:scanner@mountosb.org)>  
**Date:** Tue, Dec 15, 2020 at 3:12 PM  
**Subject:** Attached Image  
**To:** b. mccracken <[bmccracken@mountosb.org](mailto:bmccracken@mountosb.org)>



*Mount St. Scholastica*  
BENEDICTINE SISTERS

December 16, 2020

David Zapolsky  
Senior Vice President, General Counsel and Corporate Secretary  
410 Terry Avenue North  
Seattle, Washington 98109

Email: [zapolsky@amazon.com](mailto:zapolsky@amazon.com)

Dear Mr. Zapolsky:

I am writing you on behalf of Benedictine Sisters of Mount St Scholastica to co-file the stockholder resolution on Hourly Associate on Board of Directors. In brief, the proposal states: **RESOLVED**, shareholders of Amazon.com, Inc. ("Amazon") urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the "Initial List") by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Oxfam America. I submit it for inclusion in the 2021 proxy statement for consideration and action by the shareholders at the 2021 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \*\*\* number of Amazon.com, Inc. or \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Amazon.com, Inc. stock and will continue to hold at least \$2,000 of Amazon.com, Inc. stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Oxfam America the lead filer of this resolution. As such, Oxfam America, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be Diana Kearney, of Oxfam America who may be reached by email: [Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org).

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,  


Rose Marie Stallbaumer, OSB, Treasurer

## 2021 Amazon.com, Inc. Hourly Associate on Board of Directors

**RESOLVED:** Shareholders of Amazon.com, Inc. ("Amazon") urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the "Initial List") by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**WHEREAS:** There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.

Policymakers have noted that maintaining the status quo of corporate governance contributes to "stagnant wages, runaway executive compensation and underinvestment in research and innovation."<sup>1</sup> The business community makes similar observations: the Business Roundtable, which counts Amazon among its members, recently announced that it is reevaluating the purpose of a corporation to align with stakeholders' interests and to generate shared prosperity for business and society, because investing in employees and communities offers "the most promising way to build long-term value."<sup>2</sup>

New research suggests that employee representation grows the value of a company in several ways. According to the National Bureau of Economic Research, giving workers formal control rights raises capital formation and increases female representation.<sup>3</sup> In Germany, the "co-determination" model of shared governance has been lauded as a check against short-termist capital allocation practices.<sup>4</sup>

Legislators are supportive of this notion as well. Nearly one-third of Senate Democrats support an initiative led by Senators Tammy Baldwin<sup>5</sup> and Elizabeth Warren which would codify employee representation on boards, as they acknowledge that modern corporate governance needs to be accountable to and inclusive of a wider array of interests, notably employees.<sup>6</sup> Additionally, polling demonstrates substantial public support (over 53%) across party lines for employee representation.<sup>7</sup> The UK recently adopted a rule mandating that boards engage with employees to enhance worker voice in the boardroom, which may include appointing a non-executive employee as director.<sup>8</sup>

The Amazon board lacks representation from the hourly Associates who thoroughly understand the company's daily operations. Women and racial minorities, which constitute a large percentage of Amazon's hourly associates, are also comparatively underrepresented at the board level, which remains predominantly male and white.<sup>9</sup> Amazon has been publicly excoriated for mistreating workers— including criticism over dehumanizing working conditions, anti-union activities, and placing significant strain on taxpayers by forcing their employees to rely upon food stamps.<sup>10</sup> Employees have described workplace conditions as "hellish."<sup>11</sup> Because protecting the company's reputation and ability to retain its workforce factor heavily into shareholder value, the Board should ensure that it has worker representation so that it may assess and address these risks directly.

We urge shareholders to vote for this proposal.

<sup>1</sup> <https://www.nytimes.com/2019/01/06/opinion/warren-workers-boards.html>

<sup>2</sup> <https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

<sup>3</sup> <http://economics.mit.edu/files/17273>

<sup>4</sup> <https://prospect.org/labor/codetermination-difference/>

<sup>5</sup> <https://www.baldwin.senate.gov/>

<sup>6</sup> <https://www.wsj.com/articles/companies-shouldnt-be-accountable-only-to-shareholders-1534287687>;

<https://www.baldwin.senate.gov/press-releases/reward-work-act-2019>

<sup>7</sup> <https://www.dataforprogress.org/blog/2018/12/14/employee-governance>

<sup>8</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>

<sup>9</sup> <https://www.seattletimes.com/business/amazon/amazon-more-diverse-at-its-warehouses-than-among-white-collar-ranks/>

<sup>10</sup>

[https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats\\_Wrong\\_With\\_Amazon\\_-\\_website.pdf?1543959297](https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats_Wrong_With_Amazon_-_website.pdf?1543959297); <https://time.com/5629233/amazon-warehouse-employee-treatment-robots/>;

<sup>11</sup> <https://nypost.com/2019/07/13/inside-the-hellish-workday-of-an-amazon-warehouse-employee/>

**From:** "Herbert, Jody A - WICHITA KS" <[jody\\_a\\_herbert@ml.com](mailto:jody_a_herbert@ml.com)>  
**Date:** December 16, 2020 at 5:35:56 AM PST  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)  
**Subject:** Shareholder Resolution

## Jody Herbert

Wealth Management Client Associate

### **Merrill Lynch Wealth Management**

Geringer Laub Wealth Management Group

Merrill Lynch, Pierce, Fenner & Smith Inc.

2959 N Rock Rd #200

Wichita, KS 67226

T 316-631-3513 Toll Free 800-518-9916 F 316-665-4912

[jody\\_a\\_herbert@ml.com](mailto:jody_a_herbert@ml.com)

Connect with us:

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Jody Herbert  
Wealth Management Client Associate  
Merrill  
2959 N Rock Rd Suite 200  
Wichita KS 67226-1193  
316-631-3513



December 16, 2020

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

Email: zapolsky@amazon.com

RE: Co-filing of shareholder resolution: Hourly associates on Board of Directors

RE: Mt St Scholastica, TIN# 48-0548363

Dear Mr. Zapolsky,

As of December 16, 2020, Mount St. Scholastica, Inc. held, and has held continuously for at least one year, 147 shares of Amazon.com, Inc. common stock. These shares have been held with Merrill Lynch, DTC number 8862.

If you need further information please contact us at 316-631-3513.

Sincerely,

*Jody Herbert, CA*

Jody Herbert,  
Wealth Management Client Associate

Merrill Lynch, Pierce, Fenner & Smith Incorporated (also referred to as "MLPF&S" or "Merrill") makes available certain investment products sponsored, managed, distributed or provided by companies that are affiliates of Bank of America Corporation ("BofA Corp."). MLPF&S is a registered broker-dealer, Member SIPC and a wholly owned subsidiary of BofA Corp.

Investment products:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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**From:** Randall Rice <[randall.rice@treasury.ri.gov](mailto:randall.rice@treasury.ri.gov)>  
**Sent:** Tuesday, December 15, 2020 11:43 AM  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)  
**Cc:** Diana Kearney <[Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org)>; LeeAnn Byrne <[leeann.byrne@treasury.ri.gov](mailto:leeann.byrne@treasury.ri.gov)>  
**Subject:** Co-Filing OxFam America's Shareholder Proposal

Mr. Zapolsky, good afternoon –

Attached, please find confirmation that Employees' Retirement System of Rhode Island will serve as co-filer of Oxfam America's shareholder proposal asking that Amazon's board to adopt a policy to include hourly associates as director candidates.

Also attached, please find a letter confirming our holdings of Amazon.com, Inc. (NASDAQ: AMZN).

Best-

**Randy Rice**  
Senior Advisor, Policy & Communications  
Office of Rhode Island General Treasurer Seth Magaziner  
(401) 487-3258 | *He / Him / His*  
[www.treasury.ri.gov](http://www.treasury.ri.gov)

Confidentiality Note: This e-mail, and any attachment to it, contains privileged and confidential information intended only for the use of the individual(s) or entity named on the e-mail. If the reader of this e-mail is not the intended recipient, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that reading it is strictly prohibited. If you have received this e-mail in error, please immediately return it to the sender and delete it from your system.



State of Rhode Island  
Office of the General Treasurer  
State House – Room 102  
Providence, Rhode Island 02903

**Seth Magaziner**  
General Treasurer

December 8, 2020

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

Via e-mail: [zapolsky@amazon.com](mailto:zapolsky@amazon.com)

Dear Mr. Zapolsky,

As holders of 29,470 shares of Amazon.com, Inc. (the Company) stock, on behalf of the Employees' Retirement System of Rhode Island, I am writing to express our support as a co-filer of the attached proxy resolution, which was originally filed by Oxfam America, Inc., for inclusion in the company's proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934.

Oxfam America, as lead filer, is authorized to negotiate on our behalf regarding any potential withdrawal of this proposal.

Attached, please find a letter from BNY Mellon, which confirms Rhode Island Employees' Retirement Systems Pooled Trust's ownership of Amazon.com, Inc. shares. The Trust intends to continue to hold the requisite number of shares through the date of the Company's annual meeting of stockholders.

Please contact my colleague, Randy Rice, by phone at 401-222-4776 or by email at [randall.rice@treasury.ri.gov](mailto:randall.rice@treasury.ri.gov), if you would like to discuss this matter further.

Sincerely,

  
Seth Magaziner

cc: Diana Kearney, Oxfam America



December 3, 2020

**BY EMAIL AND OVERNIGHT DELIVERY**

Amazon.com, Inc.  
Attn: Senior Vice President, General Counsel and Secretary David A. Zapolsky  
410 Terry Ave. North  
Seattle, WA 98109  
Email: zapolsky@amazon.com

Re: Shareholder proposal for 2021 Annual Shareholder Meeting

Dear Mr. Zapolsky,

Enclosed please find a proposal of Oxfam America, Inc. (“Oxfam America”) to be included in the proxy statement of Amazon.com, Inc. (the “Company”) for its 2021 annual meeting of shareholders.

Oxfam America has continuously held, for at least one year as of the date hereof, sufficient shares of the Company’s common stock to meet the requirements of Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934, as amended. Verification of this ownership will be forthcoming. Oxfam America intends to continue to hold such shares through the date of the Company’s 2021 annual meeting of shareholders.

Oxfam America is the lead filer for this proposal and may be joined by other shareholders as co-filers. Oxfam America as lead filer is authorized to negotiate on behalf of each co-filer any potential withdrawal of this proposal.

Oxfam America welcomes the opportunity to discuss this proposal with representatives of the Company. Please feel free to contact me with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Sarah Zoen", written over a light-colored rectangular background.

Sarah Zoen  
Senior Advisor, Private Sector Department  
Oxfam America

[Enclosure]

CC: Leigh Anne DeWine [dewine@amazon.com](mailto:dewine@amazon.com)  
Tessie Petion [tessiep@amazon.com](mailto:tessiep@amazon.com)

## Policy to Include Hourly Associates as Director Candidates

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**WHEREAS:** There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.

Policymakers have noted that maintaining the status quo of corporate governance contributes to “stagnant wages, runaway executive compensation and underinvestment in research and innovation.”<sup>1</sup> The business community makes similar observations: the Business Roundtable, which counts Amazon among its members, recently announced that it is reevaluating the purpose of a corporation to align with stakeholders’ interests and to generate shared prosperity for business and society, because investing in employees and communities offers “the most promising way to build long-term value.”<sup>2</sup>

New research suggests that employee representation grows the value of a company in several ways. According to the National Bureau of Economic Research, giving workers formal control rights raises capital formation and increases female representation.<sup>3</sup> In Germany, the “co-determination” model of shared governance has been lauded as a check against short-termist capital allocation practices.<sup>4</sup>

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<sup>2</sup> <https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

<sup>3</sup> <http://economics.mit.edu/files/17273>

<sup>4</sup> <https://prospect.org/labor/codetermination-difference/>

<sup>5</sup> <https://www.baldwin.senate.gov/>

<sup>6</sup> <https://www.wsj.com/articles/companies-shouldnt-be-accountable-only-to-shareholders-1534287687>;

<https://www.baldwin.senate.gov/press-releases/reward-work-act-2019>

<sup>7</sup> <https://www.dataforprogress.org/blog/2018/12/14/employee-governance>

<sup>8</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>

<sup>9</sup> <https://www.seattletimes.com/business/amazon/amazon-more-diverse-at-its-warehouses-than-among-white-collar-ranks/>

taxpayers by forcing their employees to rely upon food stamps.<sup>10</sup> Employees have described workplace conditions as “hellish.”<sup>11</sup> Because protecting the company’s reputation and ability to retain its workforce factor heavily into shareholder value, the Board should ensure that it has worker representation so that it may assess and address these risks directly.

We urge shareholders to vote for this proposal.

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<sup>10</sup>[https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats\\_Wrong\\_With\\_Amazon\\_-\\_website.pdf?1543959297](https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats_Wrong_With_Amazon_-_website.pdf?1543959297); <https://time.com/5629233/amazon-warehouse-employee-treatment-robots/>;

<sup>11</sup> <https://nypost.com/2019/07/13/inside-the-hellish-workday-of-an-amazon-warehouse-employee/>



December 8, 2020

Re: Rhode Island Employees' Retirement Systems Pooled Trust  
Accounts \*\*\*

This letter is to confirm that The Bank of New York Mellon currently holds as custodian for the above-mentioned client 29,470 shares of common stock in Amazon.com Inc., ticker – AMZN. The above-mentioned client has also held over \$2,000 worth of the above-mentioned stock for over a twelve-month period as of December 7, 2020.

These shares are currently held in the Bank of New York Mellon's omnibus account at Depository Trust Company account number 901. This letter serves as confirmation that The Bank of New York Mellon holds the shares on behalf of the above-mentioned client.

Sincerely,

A handwritten signature in blue ink, appearing to read "James F. Mahoney, Jr.", is positioned above the typed name.

James F. Mahoney, Jr.  
Vice President

**CAPUCHIN  
COMMUNITY  
SERVICES**

Milwaukee  
House of Peace  
St. Ben's Community Meal

Robert Wotypka, OFM Cap., Ministry Director  
PO Box 5830 Milwaukee WI 53205-0830/Office: House of Peace  
414 933 1300 Ext. 1111  robertw@thecapuchins.org  
CapuchinCommunityServices.org

9 December 2020

RECEIVED

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

DEC 17 2020

AMAZON.COM, INC.  
LEGAL DEPARTMENT

Dear Mr. Zapolsky:

The Province of Saint Joseph of the Capuchin Order (SJP) is a long-term shareholder in Amazon.com, Inc. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices respect the common good. In communication with other investors, I bring you my concerns regarding the company's practices with regard to the composition of its corporate board.

Acting on behalf of the SJP, I am therefore co-filing with Oxfam America the enclosed shareholder resolution concerning a Policy to Include Hourly Associates as Director Candidates. We submit this resolution for inclusion in the 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 is the beneficial owner of shares of Amazon.com, Inc. stock worth in excess of the \$2,000 required for filing. Verification for our ownership will arrive by separate letter from RBC Wealth Management, Brookfield WI. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual shareholder meeting in 2021. We designate Oxfam America representation to represent the SJP in all matters concerning this resolution.

We further authorize Oxfam America to withdraw on our behalf if an agreement is reached. I wish you peace and all good.

Sincerely,



Robert Wotypka, OFM Cap.  
Corporate Responsibility agent  
The Province of Saint Joseph of the Capuchin Order  
robertw@thecapuchins.org  
(414) 509-8460

cc: Sarah Zoen - Oxfam America (sarah.zoen@oxfam.org)  
Christopher Cox - Seventh Generation Interfaith Inc. (cox.christopher1970@gmail.com)  
Julie Wokaty - Interfaith Center on Corporate Responsibility (jwokaty@iccr.org)

Enclosure: Resolution on Policy to Include Hourly Associates as Director Candidates

Ministry sites

St. Ben's Community Meal  
930 W State St Milwaukee WI 53233 414 271 0135

House of Peace  
1702 W Walnut St Milwaukee WI 53205 414 933 1300



## Policy to Include Hourly Associates as Director Candidates

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**WHEREAS:** There is growing consensus that the employees on corporate boards can contribute to the long-term sustainability of a company.

Policymakers have noted that maintaining the status quo of corporate governance contributes to “stagnant wages, runaway executive compensation and underinvestment in research and innovation.”<sup>1</sup> The business community makes similar observations: the Business Roundtable, which counts Amazon among its members, recently announced that it is reevaluating the purpose of a corporation to align with stakeholders’ interests and to generate shared prosperity for business and society, because investing in employees and communities offers “the most promising way to build long-term value.”<sup>2</sup>

New research suggests that employee representation grows the value of a company in several ways. According to the National Bureau of Economic Research, giving workers formal control rights raises capital formation and increases female representation.<sup>3</sup> In Germany, the “co-determination” model of shared governance has been lauded as a check against short-termist capital allocation practices.<sup>4</sup>

Legislators are supportive of this notion as well. Nearly one-third of Senate Democrats support an initiative led by Senators Tammy Baldwin<sup>5</sup> and Elizabeth Warren which would codify employee representation on boards, as they acknowledge that modern corporate governance needs to be accountable to and inclusive of a wider array of interests, notably employees.<sup>6</sup> Additionally, polling demonstrates substantial public support (over 53%) across party lines for employee representation.<sup>7</sup> The UK recently adopted a rule mandating that boards engage with employees to enhance worker voice in the boardroom, which may include appointing a non-executive employee as director.<sup>8</sup>

The Amazon board lacks representation from the hourly Associates who thoroughly understand the company’s daily operations. Women and racial minorities, which constitute a large percentage of Amazon’s hourly associates, are also comparatively underrepresented at the board level, which remains predominantly male and white.<sup>9</sup> Amazon has been publicly excoriated for mistreating workers— including criticism over dehumanizing working conditions, anti-union activities, and placing significant strain on

---

<sup>1</sup> <https://www.nytimes.com/2019/01/06/opinion/warren-workers-boards.html>

<sup>2</sup> <https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

<sup>3</sup> <http://economics.mit.edu/files/17273>

<sup>4</sup> <https://prospect.org/labor/codetermination-difference/>

<sup>5</sup> <https://www.baldwin.senate.gov/>

<sup>6</sup> <https://www.wsj.com/articles/companies-shouldnt-be-accountable-only-to-shareholders-1534287687>;

<https://www.baldwin.senate.gov/press-releases/reward-work-act-2019>

<sup>7</sup> <https://www.dataforprogress.org/blog/2018/12/14/employee-governance>

<sup>8</sup> <https://www.pinsentmasons.com/out-law/analysis/corporate-governance-employee-voice-workplace-reporting>

<sup>9</sup> <https://www.seattletimes.com/business/amazon/amazon-more-diverse-at-its-warehouses-than-among-white-collar-ranks/>

taxpayers by forcing their employees to rely upon food stamps.<sup>10</sup> Employees have described workplace conditions as “hellish.”<sup>11</sup> Because protecting the company’s reputation and ability to retain its workforce factor heavily into shareholder value, the Board should ensure that it has worker representation so that it may assess and address these risks directly.

We urge shareholders to vote for this proposal.

---

<sup>10</sup>[https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats\\_Wrong\\_With\\_Amazon\\_website.pdf?1543959297](https://d3n8a8pro7vhmx.cloudfront.net/rwdsu/pages/480/attachments/original/1543959297/Whats_Wrong_With_Amazon_website.pdf?1543959297); <https://time.com/5629233/amazon-warehouse-employee-treatment-robots/>;

<sup>11</sup> <https://nypost.com/2019/07/13/inside-the-hellish-workday-of-an-amazon-warehouse-employee/>



**Wealth  
Management**

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

Office: 262.395.9111  
Fax: 262.395.1119  
Toll Free: 800.388.3246

December 9, 2020

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

**RECEIVED**

**DEC 14 2020**

**AMAZON.COM, INC.  
LEGAL DEPARTMENT**

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. uninterrupted 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: Attn: Robert Wotypka

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:** Rowena Gono <[rgono@omiusa.org](mailto:rgono@omiusa.org)>  
**Sent:** Thursday, December 17, 2020 12:52 PM  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)  
**Subject:** 2021 Amazon.com Shareholder Resolution

Dear Mr. Zapolsky,

Season's Greetings! Attached please find our shareholder letter, resolution, and ownership verification on behalf of Fr. Séamus Finn, OMI, Missionary Oblates of Mary Immaculate.

Please contact me with any questions.

Sincerely,  
Rowena Gono

Communications Coordinator  
Missionary Oblates - JPIC  
391 Michigan Ave  
Washington, DC 20017  
[www.omiusajpic.org](http://www.omiusajpic.org)



Missionary Oblates of Mary Immaculate  
United States Province

Justice, Peace &  
Integrity of Creation



December 2, 2020

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

Dear Mr. Zapolsky:

I am writing you on behalf of **Missionary Oblates of Mary Immaculate** to co-file the stockholder resolution on Hourly Associate on Board of Directors. In brief, the proposal states: **RESOLVED**, shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Oxfam America. I submit it for inclusion in the 2021 proxy statement for consideration and action by the shareholders at the 2021 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \*\*\* number of Amazo.com, Inc. common stock or \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Amazon.com, Inc. stock and will continue to hold at least \$2,000 of Amazon.com, Inc. stock through the next annual meeting. Verification of our ownership position is attached. A representative of the filers will attend the stockholders’ meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Oxfam America the lead filer of this resolution. As such, Oxfam America, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be **Diana Kearney**, of Oxfam America who may be reached by email: [Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org).

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

Fr Séamus Finn, OMI  
Director OMIUSA JPIC Office

# 2021 Amazon.com, Inc. Civil Rights, Equity, Diversity and Inclusion Audit

**RESOLVED:** Shareholders of Amazon.com, Inc. (“Amazon”) request that the Board of Directors commission a racial equity audit analyzing Amazon’s impacts on civil rights, equity, diversity and inclusion, and the impacts of those issues on Amazon’s business. The audit may, in the board’s discretion, be conducted by an independent third party with input from civil rights organizations, employees, communities in which Amazon operates and other stakeholders. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Amazon’s website.

## Supporting Statement

Recent events, including the murder of George Floyd, have galvanized the movement for racial justice and equity. That movement and the disproportionate impacts of the COVID-19 pandemic have focused the attention of media and policymakers on systemic racism, racial violence, and inequities throughout society. Companies would benefit from assessing the risks of products, services and overall corporate practices that are or are perceived to be discriminatory, racist, or increasing inequalities.

In May 2020, Amazon tweeted its solidarity with the fight against systemic racism.<sup>1</sup> But some of Amazon’s actions have been criticized as inconsistent with that pledge:

- After a Black warehouse worker led a walkout over safety concerns, he was fired and subsequently described by Amazon’s General Counsel as “not smart or articulate.”<sup>2</sup> The employee has since filed a lawsuit alleging discrimination against Black and Latino workers.<sup>3</sup>
- Amazon’s disproportionately Black and Latino warehouse workers are paid low wages and exposed to dangerous working conditions, including exposure to COVID-19.<sup>4</sup> Amazon has also been criticized by employees, lawmakers, and regulators for biased promotion practices, discriminatory employee surveillance, and hiding workplace injury rates.<sup>5</sup>
- Amazon’s fulfillment and distribution facilities, and the air pollution they cause, are disproportionately located in nonwhiteneighborhoods.<sup>6</sup>
- A class action lawsuit has been filed by employees alleging Whole Foods punished employees for wearing Black Lives Matter masks on the job.<sup>7</sup>

Amazon has faced criticism regarding its products and services:

- Ring doorbell cameras and its app Neighbors have been criticized for leading users to disproportionately tag people of color as suspicious.<sup>8</sup>
- Allegations that AWS’s facial surveillance technology violates civil rights by disproportionately surveilling people of color, immigrants, and civil society organizations.<sup>9</sup>
- Reports assert inconsistent implementation of policies prohibiting the sale of products on Amazon’s platform that promote hatred.<sup>10</sup>

Following controversies, Facebook and Starbucks conducted civil rights and equity audits that assisted each company to identify, prioritize, and implement improvements. These efforts provide an emerging model for such audits, typically conducted by a third party, in collaboration with experts in civil rights, and input from an array of stakeholders.

We urge Amazon to commission a racial equity audit of its policies, practices, products, and services to analyze the way Amazon impacts civil rights, equity, diversity and inclusion and the impacts of those issues on Amazon’s business.

<sup>1</sup> <https://twitter.com/amazon/status/1267140211861073927>

<sup>2</sup> <https://www.vice.com/en/article/5dm8bx/leaked-amazon-memo-details-plan-to-smear-fired-warehouse-organizer-hes-not-smart-or-articulate>

<sup>3</sup> <https://www.law360.com/newyork/articles/1328761/amazon-case-shows-how-a-gc-s-barbs-can-sting-back>

<sup>4</sup> <https://www.nytimes.com/2020/06/24/technology/amazon-racial-inequality.html>; <https://www.bloomberg.com/news/articles/2020-06-30/amazon-covid-19-outbreak-worse-than-local-minnesota-community>; <https://www.businessinsider.com/amazon-class-action-lawsuit-alleges-racial-discrimination-covid-19-response-2020-11>; <https://www.bostonglobe.com/business/2017/01/31/fired-amazon-drivers-file-class-action-discrimination-complaints/tFiKVM12zNoxNXKmFJcgiN/story.html>; <https://www.propublica.org/article/inside-documents-show-how-amazon-chose-speed-over-safety-in-building-its-delivery-network>

<sup>5</sup> <https://www.reuters.com/article/health-coronavirus-amazon-com/amazon-workers-say-prime-day-rush-breaks-virus-safety-vows-bloomberg-news-idUSKBN2700E9>; <https://gizmodo.com/exclusive-amazons-own-numbers-reveal-staggering-injury-1840025032>;  
<https://revealnews.org/episodes/catching-amazon-in-a-lie/>

<sup>6</sup> <https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>

<sup>7</sup> <https://www.bostonglobe.com/2020/07/25/metro/whole-foods-protests-continues-days-after-workers-file-discrimination-lawsuit/>

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

<sup>9</sup> <http://sitn.hms.harvard.edu/flash/2020/racial-discrimination-in-face-recognition-technology/>

<sup>10</sup> <https://www.propublica.org/article/the-hate-store-amazons-self-publishing-arm-is-a-haven-for-white-supremacists>

December 2, 2020

Rev. Seamus P. Finn  
Missionary Oblates of Mary Immaculate  
Justice of Peace Office – United States Province  
391 Michigan Avenue, NE  
Washington, DC 20017-1516

Dear Father Finn:

The United States of Province of Missionary Oblates of Mary Immaculate owns 125, 80, 20, 39 and 635 shares of Amazon Common stock and has owned these shares for more than one year. These shares are held in nominee name in the M&T Bank's account at the Depository Trust Company. M&T Investment Group is an affiliate of M&T Bank, DTC number 0990.

Please contact me if you need further assistance.

Sincerely,



**Rose DiBattista**

Assistant Vice President | 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](mailto:rdibattista@wilmingtontrust.com)  
1800 Washington Blvd, Baltimore, MD 21230  
Mail Code: MD1-MP33

**From:** Rowena Gono <[rgono@omiusa.org](mailto:rgono@omiusa.org)>  
**Sent:** Thursday, December 17, 2020 1:27 PM  
**To:** [zapolsky@amazon.com](mailto:zapolsky@amazon.com)  
**Subject:** Revised: 2021 Amazon.com Shareholder Resolution

Mr. Zapolsky,

Please find attached a revised version of our letter.

Sincerely,  
Rowena



Missionary Oblates of Mary Immaculate  
United States Province

**Justice, Peace &  
Integrity of Creation**



December 2, 2020

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

Dear Mr. Zapolsky:

I am writing you on behalf of **Missionary Oblates of Mary Immaculate** to co-file the stockholder resolution on Hourly Associate on Board of Directors. In brief, the proposal states: **RESOLVED**, shareholders of Amazon.com, Inc. (“Amazon”) urge the board to adopt a policy of promoting significant representation of employee perspectives among corporate decision makers by requiring that the initial list of candidates from which new board nominees are chosen (the “Initial List”) by the Nominating and Governance Committee include (but need not be limited to) hourly Associates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Oxfam America. I submit it for inclusion in the 2021 proxy statement for consideration and action by the shareholders at the 2021 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \*\*\* number of Amazon.com, Inc. common stock or \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Amazon.com, Inc. stock and will continue to hold at least \$2,000 of Amazon.com, Inc. stock through the next annual meeting. Verification of our ownership position is attached. A representative of the filers will attend the stockholders’ meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Oxfam America the lead filer of this resolution. As such, Oxfam America, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be **Diana Kearney**, of Oxfam America who may be reached by email: [Diana.Kearney@Oxfam.org](mailto:Diana.Kearney@Oxfam.org).

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

Fr Séamus Finn, OMI  
Director OMIUSA JPIC Office

December 24, 2020

**VIA OVERNIGHT MAIL**

Father Séamus Finn  
Missionary Oblates of Mary Immaculate  
391 Michigan Avenue, NE  
Washington, DC 20017

Dear Father Finn:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which on December 17, 2020 received two emails containing your letters, both dated December 2, 2020 (the “Correspondence”), purporting to submit on behalf of the Missionary Oblates of Mary Immaculate (the “Proponent”) a shareholder proposal pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2021 Annual Meeting of Shareholders (the “Submission”).

The Correspondence refers to and recites the Resolved clause of a proposal on “Hourly Associate on Board of Directors,” which appears to refer to a proposal previously submitted to the Company by Oxfam America, Inc. (the “Board Representation Proposal”). The Correspondence also states that the Proponent intends to be a co-filer with Oxfam America, Inc., and that the Proponent authorizes Oxfam America, Inc. to act on behalf of the Proponent with respect to the Submission. We note, however, that the Submission was not accompanied by the Board Representation Proposal and instead that the Correspondence includes an entirely different proposal. Although we believe that there is a basis for excluding the Submission as not constituting proper submission of a proposal, we will treat the Proponent intending to be a co-filer of the Board Representation Proposal.

In addition, the Submission 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 Submission was submitted to the Company. The December 2, 2020 letter from Wilmington Trust that you provided is insufficient because it verifies ownership between December 2, 2019 and December 2, 2020 rather than for the one-year period preceding and including December 17, 2020, the date the Submission was submitted to the Company and it does not state 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 17, 2020, the date the Submission 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:

- (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 17, 2020; 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 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 17, 2020.
- (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 17, 2020. 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

# GIBSON DUNN

Father Séamus Finn  
December 24, 2020  
Page 3

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 17, 2020, 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.

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, N.W., Washington, DC 20036. Alternatively, you may transmit any response by email to me at [RMueller@gibsondunn.com](mailto: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

Enclosures

cc: Diana Kearney, Oxfam America, Inc.

**EXHIBIT B**

## **Stockholder Proposal on Board of Directors Reform**

Resolved: stockholders recommend that Amazon.com, Inc. (our company) reform the board of directors to include at least one non-executive employee representative.

### **Supporting Statement**

Since the 2020 worldwide pandemic crisis, the world, and particularly the United States, has changed dramatically. It is time for American executives as citizens to take the social responsibility on their own initiative rather than to be forced to do so by the public, such as United States Senator Elizabeth Warren's plan "transforming large American companies by letting their workers elect at least 40% of the company's board members to give them a powerful voice in decisions about wages."

For example, according to Notice of 2020 Annual Meeting of Shareholders (p. 60, p.65), in 2019 our company SVP pay ratio is amazingly higher than 2000 to 1 (\$57,796,939 to \$28,848), jumping from 361 to 1 (10,399,662 to \$28,836) in 2018. Big European and Japanese company executive pay ratios are less than 20 to 1. No wonder protestors rallied outside CEO's Beverly Hills home to call for higher pay for Amazon warehouse workers and higher taxes on wealthy Americans (CBS News October 5, 2020 "Amazon workers rally outside Jeff Bezos' home to demand change.") It is not sustainable for our company.

The Company's board of directors has the flexibility to implement this proposal, including to set the criteria and process to nominate at least one non-executive employee representative.