

February 18, 2021

Via e-mail at shareholderproposals@sec.gov

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

Re: Request by Amazon.com Inc. to omit proposals submitted by the Sisters of St. Joseph of Brentwood (and co-filers), the Nathan Cummings Foundation, John Mixon (and co-filers), and Hana Thier (and co-filers)

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, each of the Sisters of St. Joseph of Brentwood and co-filers (hereinafter, the “Sisters of St. Joseph”), the Nathan Cummings Foundation, John Mixon and co-filers (hereinafter, “John Mixon”), and Hana Thier and co-filers (hereinafter, “Hana Thier”; the Sisters of St. Joseph, Nathan Cummings Foundation, John Mixon, and Hana Thier are referred to collectively as the “Proponents”) submitted shareholder proposals to Amazon.com Inc. (“Amazon” or the “Company”).

The proposal submitted by the Sisters of St. Joseph (the “Customer Due Diligence Proposal”) asks Amazon to commission an independent third-party report assessing Amazon’s process for due diligence on customers to determine whether customers’ use of the Company’s products or services with surveillance or computer vision capabilities or cloud products contributes to human rights violations. The Nathan Cummings Foundation’s proposal (the “Hate Speech Proposal”) urges Amazon to report on its efforts to address hate speech and the sale or promotion of offensive products throughout its businesses. John Mixon’s proposal (the “Environmental Justice Proposal”) requests that Amazon report on its efforts to identify and reduce disproportionate environmental and health harms to communities of color associated with past, present and future pollution from the Company’s delivery logistics and other operations. The proposal submitted by Hana Thier (the “Promotion Velocity Proposal”) asks that Amazon report to shareholders on promotion velocity rates by title and level for different gender and racial identities. The Customer Due Diligence Proposal, Hate Speech Proposal,

Environmental Justice Proposal, and Promotion Velocity Proposal are referred to collectively as the “Proposals.”¹

In a letter to the Division dated January 25, 2021 (the “No-Action Request”), Amazon stated that it intends to omit the Proposals from its proxy materials to be distributed to shareholders in connection with the Company’s 2021 annual meeting of shareholders. Amazon argues that it is entitled to exclude the Proposals in reliance on Rule 14a-8(i)(11),² on the ground that each of them substantially duplicates an earlier-received proposal submitted by the Comptroller of the State of New York, as Trustee of the New York State Common Retirement Fund, which asks Amazon to commission a racial equity audit analyzing Amazon’s impacts on civil rights, equity, diversity, and inclusion (the “Initial Proposal”).

Because three of the Proposals seek disclosure on process rather than substance—the focus of the Initial Proposal—and all of the Proposals’ subjects have limited overlap with the Initial Proposal, Amazon has not met its burden of proving that the Proposals substantially duplicate the Initial Proposal. The Proponents therefore respectfully request that Amazon’s request for relief be denied.

Substantial Duplication

Rule 14a-8(i)(11) permits exclusion of a proposal 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 adopting release for the exclusion explained that it was adopted “to eliminate the possibility of shareholders having to consider two or more substantially identical proposals” Considering such “redundant” proposals, the Commission stated, would serve “no useful purpose.”³

Amazon claims that the standard for analyzing substantial duplication is whether the proposals share a “principal thrust” or “principal focus,” and argues that it is entitled to exclude the Proposals because they all “seek to have the Company assess and report on concerns regarding potential civil rights, racial equity, and/or diversity and inclusion implications of the Company’s policies, practices, products, and services.”⁴ But the determination Amazon cites, Pacific Gas

¹ The full text of each Proposal appears in the No-Action Request and thus they are not set forth in this response.

² Amazon also asserted that it is entitled to exclude the Hate Speech Proposal on substantial implementation grounds; that request is addressed in a separate response by the Nathan Cummings Foundation.

³ Exchange Act Release No. 12999 (Nov. 22, 1976).

⁴ No-Action Request, at 4.

& Electric Company (“PG&E”)⁵ did not supersede the Commission’s own approach to applying the exclusion.

In PG&E, the Staff was considering whether any of three later-received proposals substantially duplicated the first-received proposal. All four addressed the subject of compensation, with the first-received asking that non-salary compensation of management be tied to performance and the second-received requesting a ceiling on total compensation of officers and directors. The Staff allowed PG&E to exclude as substantially duplicative a third proposal asking that the CEO’s total compensation be tied to company performance, which was nearly identical to the first proposal.

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

Before addressing why the Proposals do not substantially duplicate the Initial Proposal, it is important to emphasize that Amazon’s scale and business model, as well as the nature of certain products it has chosen to develop, make it unsurprising that different investors are raising concerns about adjacent topics. Amazon both sells products for its own account and provides a platform for third-party sellers, which puts a premium on the processes it uses to monitor products offered by those sellers. Amazon’s massive delivery network is responsible for substantial greenhouse gas emissions and resulting environmental and health impacts. It has gone from the 10th largest to the 5th largest employer in the Fortune 500 in just two years, and at current hiring rates will soon move to number 3,⁶ so its employment policies and practices are influential. And its controversial products that enable surveillance and computer vision capabilities draw scrutiny in a way that other kinds of products would not.

As well, the current moment has heightened awareness and concern regarding the effects of corporate behavior on systemic racism and communities of

⁵ Pacific Gas & Electric Company (Feb. 1, 1993).

⁶ <https://www.weforum.org/agenda/2020/12/amazon-employers-online-retail-covid-pandemic-coronavirus/#>

color. Last year’s massive protests over police killings of Black Americans, coupled with the disproportionate racial impact of the COVID-19 pandemic, put racial justice issues on the agendas of many investors for the first time. The Initial Proposal and Proposals’ attention to matters related to race reflects the desire of the Proponents, as well as the New York State Comptroller, to address the issue from various angles. Because the actions they request differ, the Initial Proposal and Proposals are not so similar that “no useful purpose” would be served by shareholders voting on them all.

The Customer Due Diligence Proposal

A racial equity audit, which the Initial Proposal requests, catalogues actual impacts of a company’s behavior, using data and interviews, and uses those findings to analyze existing policies and practices and suggest changes.⁷ The focus of a racial equity audit, then, is on outcomes. The Customer Due Diligence Proposal, by contrast, focuses exclusively on process—Amazon’s process for performing due diligence on customers that purchase products or services with surveillance or computer vision capabilities or cloud products—and does not seek any information about outcomes.

Shareholders have different reasons for wanting to learn about process and outcomes. Information about the robustness of a company’s due diligence process—whether focused on customers, suppliers, or projects—allows shareholders to evaluate how well a company is managing salient human rights risks. Due diligence is continuous, which makes it well-suited to prevent potential future adverse impacts as well as identify impacts that have already occurred. As the Office of the United Nation Human Rights High Commissioner has stated, “The prevention of adverse impacts on people is the main purpose of human rights due diligence.”⁸

Amazon Web Services’ decision to no longer host the right-wing social network Parler after users planned and broadcast the January 6th U.S. Capitol insurrection on the service provides an example of the difference between substance and process. One might agree with Amazon’s substantive decision without having confidence that it was made following a principled process rather than on an ad hoc basis. The Initial Proposal would focus on the decision itself, while the Customer Due Diligence Proposal would elicit information about the process, allowing shareholders to ascertain whether Amazon has the capacity to handle similar situations in the future.

⁷ See Network for Social Justice, “Addressing Racism in Our Suburban Community,” *Winchester Star (Massachusetts)*, Dec. 31, 2020;

http://www.needham.k12.ma.us/equity/equity_audit_initial_findings_-_dec_2017;
https://westlinnoregon.gov/sites/default/files/fileattachments/communications/page/47821/combined_dei_proposals_2020_reduced_size.pdf, at 233-34;

⁸ <https://www.ohchr.org/EN/Issues/Business/Pages/CorporateHRDueDiligence.aspx#>

What's more, a racial equity lens is not the same as the human rights approach applied in the Customer Due Diligence Proposal. Racial equity is not determined by reference to international norms; instead, an organization conducting a racial equity audit can select the most relevant parameters for its business or organizational purpose. Although the Customer Due Diligence Proposal does not specify a particular human rights framework, there are widely-used frameworks such as the International Covenant on Civil and Political Rights and the Universal Declaration of Human Rights⁹ that Amazon could apply in implementing the Customer Due Diligence Proposal.

It is true, as Amazon urges, that both the Initial Proposal and the Proposals mention civil and human rights, surveillance products, the George Floyd murder, and racial inequities in the resolved clause or supporting statement. But that was also true last season, when Amazon unsuccessfully argued that a proposal substantially similar to the Customer Due Diligence Proposal—with an identical resolved clause—substantially duplicated an earlier-received proposal asking that Amazon report on the extent to which the cloud-based computer vision service Rekognition “may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists” and be marketed to authoritarian or repressive governments that violate human rights.¹⁰

Amazon contended that the proposals shared a principal thrust or focus of seeking “an independent report on the Company’s process for reviewing customers of certain computer vision and cloud-based facial recognition technologies with a focus on potential human rights implications of such customers’ use of the technologies.” (This poorly defined supposed principal thrust or focus resembles Amazon’s claim this year that the Initial Proposal and Proposals all ask Amazon to “take some action to assess and report on potential civil rights, racial equity, and/or diversity and inclusion implications of the Company’s policies, practices, products, or services.”¹¹) Amazon pointed to mentions in both proposals’ resolved clauses of potential human rights violations by customers, as well as numerous overlapping discussions in the supporting statements, including statements regarding surveillance, civil/human rights, and racial inequities.

The proponents of the 2020 customer due diligence proposal countered that the Rekognition proposal sought specific substantive information about the use of that technology, while the 2020 customer due diligence proposal asked about Amazon’s processes. The proponents acknowledged overlap in the focus on Rekognition and civil/human rights, but noted that the 2020 customer due diligence proposal addressed a wider range of products including Ring, Neighbors, and

⁹ See <https://epic.org/privacy/intl/Joint-UPR-Submission-to-UN-HRC.pdf>, at 1, 5.

¹⁰ Amazon.com, Inc. (Apr. 1, 2020).

¹¹ No-Action Request, at 6.

Amazon Web Services' hosting of government agencies such as ICE. The Staff declined to grant relief.

Similarly, in 2019 Amazon sought to exclude a proposal seeking disclosure regarding the extent to which Rekognition may endanger, threaten, or violate privacy and or civil rights, the extent to which such technologies may be marketed and sold to certain foreign governments, and the financial or operational risks associated with these issues. Amazon argued that it substantially duplicated an earlier-received proposal asking the Company to prohibit sales of facial recognition technology unless the board concludes that the technology does not cause or contribute to actual or potential violations of civil or human rights.¹² Amazon urged that the disclosure proposal was excludable because both proposals sought “a review of the potential civil rights or similar risks or implications of the use of Amazon Rekognition by the Company’s government or law enforcement customers.” That argument closely resembles the one Amazon now makes; the Staff did not concur with Amazon’s view that the disclosure proposal was excludable despite the fact that the 2019 proposals had more closely aligned subject matters than the Initial and Customer Due Diligence Proposal.

The Hate Speech Proposal

The Hate Speech Proposal also differs from the Initial Proposal in ways that are meaningful to shareholders. Like the Customer Due Diligence Proposal, the Hate Speech Proposal focuses solely on process. The resolved clause asks Amazon to report on its “process for developing policies to address hate speech and offensive products, including the experts and stakeholders with whom Amazon has consulted, and the enforcement mechanisms it has put in place, to ensure hate speech and offensive products are effectively addressed.”

As it did with the Customer Due Diligence Proposal, Amazon emphasizes the overbroad “issue” it says underlies the Initial and Hate Speech Proposals: an evaluation of Amazon’s “efforts to address operations, products, and services that implicate civil rights, racial equity, and diversity and inclusion.”¹³ It is noteworthy that the Hate Speech Proposal does not contain even a single mention of any of those phrases.

Contrary to Amazon’s assertion, hate speech is not the same as those three concepts. Hate speech does not generally violate civil rights, though it can incite or escalate into actions that do. Nor need it relate to race—hate speech can use pejorative language against a person or group based on religion, ethnicity,

¹² Amazon.com, Inc. (Mar. 28, 2019).

¹³ No-Action Request, at 11.

nationality, sexual orientation, or gender identity, in addition to race.¹⁴ Diversity and inclusion refer to representation and retention of particular groups within a workforce, student body or other organization, while hate speech is a form of expression. Likewise, offensive products do not fit into any of the three subjects Amazon identifies. Due to both the divergent subject matters and the substance vs. process distinction, the 2019 and 2020 Amazon determinations undermine the Company's arguments regarding the Initial and Hate Speech Proposals as much as they do the supposed duplication of the Initial Proposal by the Customer Due Diligence Proposal.

The Environmental Justice Proposal

Although it is not as explicit in this regard as the Customer Due Diligence and Hate Speech Proposals, the Environmental Justice Proposal also seeks disclosure on process rather than the substantive disclosure requested in the Initial Proposal. The Environmental Justice Proposal does not use the word "process," but it does request a report on Amazon's efforts to identify and reduce disproportionate environmental and health harms to communities of color associated with past, present, and future pollution from the Company's delivery logistics and other operations. Identification and mitigation of impacts are generally associated with due diligence, such as human rights due diligence. The Environmental Justice Proposal does not ask for disclosure of the harms themselves.

Moreover, assuming environmental harms are among the impacts included in the racial equity audit, that audit would not overlap with the report sought in the Environmental Justice Proposal. Whereas the Initial Proposal requests an audit cataloguing Amazon's existing impacts, the Environmental Justice Proposal focuses on how the Company identifies and ameliorates disproportionate harms. Put another way, the Environmental Justice Proposal would pick up where the Initial Proposal leaves off.

The Initial and Environmental Justice Proposals would give shareholders two different kinds of information. Data in the racial equity audit on current environmental impacts would appear alongside information on other racial equity impacts to produce a comprehensive picture of Amazon's racial equity "footprint." The process-focused information sought by the Environmental Justice Proposal would tell shareholders what Amazon is doing about its impacts, which allows shareholders to assess the adequacy of Amazon's risk management as well as its commitment to sustainability. A useful purpose would be served by voting on both proposals, and the reasoning behind the 2019 and 2020 Amazon determinations

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<https://www.un.org/en/genocideprevention/documents/UN%20Strategy%20and%20Plan%20of%20Action%20on%20Hate%20Speech%2018%20June%20SYNOPSIS.pdf>, at 2.

also undercuts Amazon's argument that it is entitled to exclude the Environmental Justice Proposal as substantially duplicating the Initial Proposal.

The Promotion Velocity Proposal

Unlike the Customer Due Diligence, Hate Speech, and Environmental Justice Proposals, the Promotion Velocity Proposal does not focus on process. Despite a reference to "biased promotion practices" in the Initial Proposal's supporting statement, the Initial and Promotion Velocity Proposals would, if implemented, result in non-overlapping substantive disclosures.

Most significant, the Promotion Velocity Proposal focuses on gender as well as race. Indeed, much of the Promotion Velocity Proposal's supporting statement addresses sexism: A substantial majority of bullets/whereas paragraphs in the supporting statement address solely sexism or gender balance, and the remainder focus on the interaction between sexism and racism. None deal only with racial equity or diversity, which is the focus of the Initial Proposal.

As well, the Promotion Velocity Proposal seeks much more granular data, requesting promotion velocity rates by title and level for "different gender and racial identities." The Initial Proposal, by contrast, doesn't specifically ask for any data, much less specific information on promotions, requesting only analysis of Amazon's impacts on diversity and inclusion. The Promotion Velocity Proposal also provides a definition for promotion velocity. Shareholders could use the racial equity audit sought in the Initial Proposal to obtain insights into Amazon's diversity and inclusion policies and impacts more broadly, and then drill down on promotion velocity as a window into whether gender and/or racial bias persists at Amazon despite ostensibly favorable policies.

Finally, the Proponents respectfully ask the Division to consider that an expansive approach to substantial duplication would inhibit shareholders' ability to communicate with one another and with companies about different approaches to a particular problem. Few challenges loom as large as the risks created by the various manifestations of systemic racism, and the Proponents encourage the Division to recognize the value in allowing shareholders to weigh in on the approaches suggested in the Proposals.

* * *

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

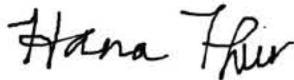
The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information regarding the Customer

Due Diligence Proposal, please contact Mary Beth Gallagher at (973) 509-8800 or mbgallagher@iasj.org. Regarding the Hate Speech Proposal, please contact Laura Campos at (917) 691-9015 or laura.campos@nathancummings.org. Regarding the Environmental Justice Proposal, please contact Jamie Kowalski at 360-531-1833 or jamie.kowalski@gmail.com. Regarding the Promotion Velocity Proposal, please contact Hana Thier at

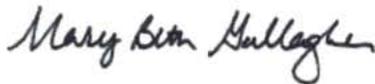
Sincerely,



Jamie Kowalski



Hana Thier



Mary Beth Gallagher
Executive Director
Investor Advocates for Social Justice



Laura Campos
Director, Corporate & Political Accountability
The Nathan Cummings Foundation

cc: Ronald O. Mueller
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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 Proposals of the Sisters of St. Joseph of Brentwood et al.,
the Nathan Cummings Foundation, John Mixon et al., and Hana Thier 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”) (i) a shareholder proposal (the “Sisters of St. Joseph Proposal”) and statement in support thereof (the “Sisters of St. Joseph Supporting Statement”) received from the Sisters of St. Joseph of Brentwood et al.¹ (collectively, the “Sisters of St. Joseph”), (ii) a shareholder proposal (the “Cummings Proposal”) and statement in support thereof (the “Cummings Supporting Statement”) received from the Nathan Cummings Foundation (“Cummings”), (iii) a shareholder proposal (the “Mixon Proposal”) and statement in support thereof (the “Mixon Supporting Statement”) received from John Mixon et al.² (collectively, “Mixon”), and (iv) a shareholder proposal (the “Thier Proposal”) and statement in support thereof (the “Thier Supporting Statement”) received from Hana Thier et al.³ (collectively, “Thier,” and together with the Sisters of St. Joseph, Cummings, and Mixon, the “Proponents”). The Sisters of St. Joseph Proposal, the

¹ Co-filers of the Sisters of St. Joseph Proposal include the following: the Sisters of Charity of Saint Elizabeth, the Unitarian Universalist Association, American Baptist Home Mission Societies, Robeco, the Sisters of St. Francis of Philadelphia, the Sisters of St. Dominic of Amityville, New York, the Maryknoll Sisters of St. Dominic, Inc., and Friends Fiduciary Corporation.

² Co-filers of the Mixon Proposal include the following: Maren Costa, Cody Rank, Matthew McKay, Eliza Pan, Nari Benson, Emily Cunningham, Sarah Read, Jennifer Matson, and Jamie Kowalski.

³ Co-filers of the Thier Proposal include the following: Jacob Adamson, Stephen McMurtry, and David “Piper” Horscroft.

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Cummings Proposal, the Mixon Proposal, and the Thier Proposal are each referred to herein as a “Duplicate Proposal,” and collectively as the “Duplicate Proposals.”

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 each of 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 they elect to submit additional correspondence to the Commission or the Staff with respect to the Proposals, 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.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Duplicate Proposals may each be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(11) because each Duplicate Proposal substantially duplicates another proposal previously submitted to the Company that the Company may include in its 2021 Proxy Materials.

THE INITIAL PROPOSAL

The Company has received a shareholder proposal from the Comptroller of the State of New York, as Trustee of the New York State Common Retirement Fund (the “Initial Proposal”) and statement in support thereof (the “Initial Proposal Supporting Statement”). The Initial Proposal states:

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

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stakeholders. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Amazon's website.

A copy of the Initial Proposal and the Initial Proposal Supporting Statement is attached to this letter as Exhibit A.

THE DUPLICATE PROPOSALS

The Sisters of St. Joseph Proposal states:

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

A copy of the Sisters of St. Joseph Proposal and the Sisters of St. Joseph Supporting Statement, as well as related correspondence with the Sisters of St. Joseph, is attached to this letter as Exhibit B.

The Cummings Proposal states:

Resolved: Investors request that Amazon report on its efforts to address hate speech and the sale or promotion of offensive products throughout its businesses. The report should be produced at reasonable cost, exclude proprietary information and discuss Amazon's process for developing policies to address hate speech and offensive products, including the experts and stakeholders with whom Amazon consulted, and the enforcement mechanisms it has put in place, or intends to put in place, to ensure hate speech and offensive products are effectively addressed.

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

The Mixon Proposal states:

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Resolved: Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

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

The Thier Proposal states:

Resolved: Shareholders request that Amazon prepare a public report, as soon as practicable, disclosing promotion velocity rates at Amazon. Promotion velocity is defined as the time it takes from the date of hire to promotion, or between one promotion and the next. The report should provide promotion velocity rates by title and level for different gender and racial identities. It should be prepared at reasonable expense and may exclude confidential information.

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

ANALYSIS

The Duplicate Proposals May All Be Excluded Under Rule 14a-8(i)(11) Because They Substantially Duplicate Another Proposal That The Company May Include In Its 2021 Proxy Materials.

A. Background.

Each of the Duplicate Proposals substantially duplicates the Initial Proposal because they each seek to have the Company assess and report on concerns regarding potential civil rights, racial equity, and/or diversity and inclusion implications of the Company's policies, practices, products, and services. The Company received the Initial Proposal on December 7, 2020, which is before the dates on which the Company received the Sisters of St. Joseph Proposal (December 11, 2020), the Cummings Proposal (December 11, 2020), the Mixon Proposal (December 14, 2020), and the Thier Proposal (December 16, 2020).

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As discussed in a separate letter submitted to the Staff, the Company believes that the Initial Proposal may be excluded from its 2021 Proxy Materials.⁴ However, if the Staff disagrees, the Company intends to include the Initial Proposal in the 2021 Proxy Materials, and in such case requests that the Staff concur that the Company may exclude the Duplicate Proposals. As discussed below, the principal focus of the Proposals is the same, and the Duplicate Proposals therefore are 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 breadth and despite the proposals requesting different actions. *See, e.g., Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring that a proposal seeking a review and report on the company’s loan modifications, foreclosures, and securitizations was substantially duplicative of a proposal seeking a report that would include “home preservation rates” and “loss mitigation outcomes,” which would not necessarily be covered by the other proposal); *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009) (concurring that a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest was substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company’s products and operations); *Ford Motor Co. (Leeds)* (avail. Mar. 3, 2008) (concurring that a proposal to establish an

⁴ As discussed in a separate letter submitted to the Staff, the Company also believes that there is a separate, independent substantive basis on which to exclude the Cummings Proposal.

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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 Duplicate Proposals Substantially Duplicate the Initial Proposal.

As noted above, the Initial Proposal “request[s] 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 Initial Proposal Supporting Statement asserts that “[c]ompanies 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.” The Initial Proposal Supporting Statement then addresses certain alleged Company practices and certain Company products and services, each of which is also addressed in one or more of the Duplicate Proposals or their supporting statements. The Initial Proposal states that the requested “civil rights and equity audits” assist companies “to identify, prioritize, and implement improvements.” In conclusion, the Initial Proposal Supporting Statement urges the Company “to commission a racial equity audit of its policies, practices, products, and services to analyze the way [the Company] impacts civil rights, equity, diversity and inclusion”

Although the Proposals are phrased differently and take slightly different approaches, the principal thrust and focus of each of the Proposals is the same: a request that the Company take some action to assess and report on potential civil rights, racial equity, and/or diversity and inclusion implications of the Company’s policies, practices, products, or services. This shared underlying focus on civil rights, racial equity, and diversity and inclusion is demonstrated by the language used by each of the Proposals (emphases added):

<i>Proposal</i>	<i>Language Used</i>
Initial Proposal	“analyzing [the Company’s] impacts on <i>civil rights, equity, diversity and inclusion</i> ”
Sisters of St. Joseph Proposal	“report . . . assessing . . . whether customers’ use of [the Company’s] products or services . . . contributes to <i>human rights violations</i> ”

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Cummings Proposal	“report on [the Company’s] efforts to address <i>hate speech</i> and the sale or promotion of <i>offensive products</i> ”
Mixon Proposal	“report, describing [the Company’s] efforts . . . to identify and reduce <i>disproportionate environmental and health harms to communities of color</i> associated with . . . its delivery logistics and other operations”
Thier Proposal	“ report . . . disclosing promotion velocity rates by . . . title and level for <i>different gender and racial identities</i> ”

As discussed further below, the Proposals vary slightly with respect to the disclosure requested. However, the Staff has consistently concurred that two proposals can be substantially similar within the meaning of Rule 14a-8(i)(11) notwithstanding differences in the nature or scope of 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 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”).

In addition, the Duplicate Proposals address the underlying issue of civil rights, racial equity, and diversity and inclusion in slightly varying, but each more narrow ways than the Initial Proposal. The Staff previously has concurred in the exclusion of shareholder proposals because they are substantially duplicative even when the second proposal is more specific or

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narrower than the first proposal. For example, in *JPMorgan Chase & Co.* (avail. Mar. 14, 2011), the Staff concurred 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 differences in scope and detail, the principal focus and the core issue of those proposals regarding general mortgage modification practices remained the same. *See also Exxon Mobil Corp.* (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 semiannual 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).

Here, notwithstanding some differences in the action or disclosure requested, the Proposals have the same principal thrust and focus: as with the Initial Proposal, each of the Duplicate Proposals is seeking an assessment and report regarding potential implications of the Company's policies, practices, products, or services on civil rights, racial equity, and/or diversity and inclusion. It is important to note that, although not pertinent to the Rule 14a-8 basis addressed in this no-action request, the Company believes that the actions and issues addressed in the Initial Proposal's Supporting Statement and in the Duplicate Proposals do not accurately reflect the Company's commitment to, support of, and existing actions to address the important social issues of civil rights, racial justice and equity, and diversity and inclusion, as reflected in numerous Company statements, including the Company's statement of key principles set forth in the Company's Leadership Principles and its "Our Positions"

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statement,⁵ in Company policies,⁶ and in various commitments issued by the Company.⁷ The Company serves diverse customers, operates in diverse communities, and relies on a diverse workforce. In this regard, the Company currently has policies and procedures in place for its employees, sellers, and customers that are intended to support its commitment to civil rights, racial equity, and diversity and inclusion, and the Company looks for ways to scale its impact as it grows. The Proposals ask that the Company further review, assess, and report on Company policies or practices, or products or services, in order to assess whether there are negative impacts on these matters. The following discussion demonstrates in more detail how each of the Duplicate Proposals substantially duplicates the Initial Proposal.

1. The Sisters of St. Joseph Proposal Substantially Duplicates the Initial Proposal.

The Sisters of St. Joseph Proposal is duplicative of the Initial Proposal because both proposals share a focus on the same underlying issue: assessing the potential impact of Company products and services on civil rights and racial equity. The Sisters of St. Joseph Proposal, which the Company received after the Initial Proposal, would have the Company commission a report assessing whether customers' use of its products and services with surveillance or computer vision capabilities or cloud products contributes to "human rights violations." As highlighted below, the numerous references in the Sisters of St. Joseph Supporting Statement to racism and discrimination, including a reference to "civil liberties," demonstrate that, as contemplated by the Sisters of St. Joseph Proposal, "human rights" includes "civil rights" and implicates discrimination issues. The Initial Proposal requests that the Company's Board of Directors (the "Board") commission a racial equity audit analyzing the Company's impact on "civil rights, equity, diversity and inclusion," and therefore addresses the same issue in a broader sense (focusing on the Company's entire business, which includes the specific products and services targeted by the Sisters of St. Joseph

⁵ See Our Positions, available at <https://www.aboutamazon.com/about-us/our-positions>.

⁶ See, e.g., the Company's Global Human Rights Principles, available at <https://sustainability.aboutamazon.com/people/human-rights/principles> and the Company's Supply Chain Standards, available at https://sustainability.aboutamazon.com/amazon_supply_chain_standards_english.pdf.

⁷ See, e.g., The Climate Pledge (a commitment to be net zero carbon across the business by 2040, 10 years ahead of the Paris Agreement), available at <https://sustainability.aboutamazon.com/about/the-climate-pledge> and Shipment Zero (a commitment that 50% of all of the Company's shipments will be net zero carbon by 2030), available at <https://sustainability.aboutamazon.com/environment/sustainable-operations/shipment-zero>.

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Proposal). Notwithstanding this difference in scope, both of these proposals implicate the potential impact of Company products and services on civil rights and racial equity.

The overlap between the Initial Proposal and the Sisters of St. Joseph Proposal is further demonstrated by the similar focus and concerns addressed in their supporting statements:

<i>Initial Proposal</i>	<i>Sisters of St. Joseph Proposal</i>
<i>References to recent events that highlight growing concern for social activism regarding civil rights, racial equity, and diversity and inclusion.</i>	
“Recent events, including the murder of George Floyd, have galvanized the movement for racial justice and equity.”	“After police murdered George Floyd . . . Ring established 280 new police partnerships following Floyd’s killing.”
<i>Concerns for systemic racism, racial equity, civil rights, and diversity and inclusion.</i>	
“. . . Amazon tweeted its solidarity with the fight against systemic racism. But some of Amazon’s actions have been criticized as inconsistent with that pledge:”	“Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism . . .”
<i>References to Company products or services that have been criticized as promoting discrimination.</i>	
“Ring doorbell cameras and its app Neighbors have been criticized for leading users to disproportionately tag people of color as suspicious.”	“. . . [R]acist speech is rampant on Ring’s Neighbors application, and users disproportionately labeled people of color as ‘suspicious.’”
“Allegations that AWS’s facial surveillance technology violates civil rights by disproportionately surveilling people of	“. . . Amazon continues releasing surveillance products . . . with civil liberties concerns.”

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color, immigrants, and civil society organizations.”	
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2. The Cummings Proposal Substantially Duplicates the Initial Proposal.

The Cummings Proposal is duplicative of the Initial Proposal because both proposals share a focus on the same underlying issue: an assessment of the Company’s efforts to address operations, products, and services that implicate civil rights, racial equity, and diversity and inclusion. The Cummings Proposal, which the Company received after the Initial Proposal, would have the Company “report on its efforts to address hate speech and the sale or promotion of offensive products throughout its businesses.” As highlighted below, the various references in the Cummings Supporting Statement to racism and racial intolerance demonstrate that efforts to combat “hate speech” and the sale of “offensive products,” as contemplated by the Cummings Proposal, include speech and products espousing racist views. The Initial Proposal, which requests that the Board commission a racial equity audit analyzing the Company’s impact on “civil rights, equity, diversity and inclusion,” addresses the same issue in a broader sense (focusing on the Company’s entire business, which includes the efforts targeted by the Cummings Proposal) to assess the implications of the Company’s operations, products, and services on racial equity issues. In this regard, the Initial Proposal Supporting Statement expressly lists policies prohibiting the sale of certain products that “promote hatred” as being relevant to the racial equity audit that it requests. Thus, both of these proposals implicate an assessment of the Company’s efforts to address operations, products, and services that implicate civil rights, racial equity, and diversity and inclusion.

The overlap between the Initial Proposal and the Cummings Proposal is further demonstrated by the similar focus and concerns addressed in their supporting statements:

<i>Initial Proposal</i>	<i>Cummings Proposal</i>
<i>References to Company products that have been criticized as promoting hatred/hate speech.</i>	
“... inconsistent implementation of policies prohibiting the sale of products on Amazon’s platform that promote hatred.”	“Amazon’s Offensive Products policies state that ‘Amazon does not allow products that promote, incite or glorify hatred, violence, racial, sexual or religious intolerance or promote organizations with

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	<p>such views.’ . . . Unfortunately, this policy appears to be applied inconsistently.”</p> <p>“A 2018 report found racist, Islamophobic, homophobic and anti-Semitic items on Amazon’s platform.”</p> <p>“. . . controversial products continue to be available.”</p> <p>“Amazon’s Offensive Products policies do not apply to books, music, video and DVD.”</p>
<p><i>References to the potential risks the Company could face from being perceived as promoting discriminatory products or hate speech as support for the necessity of the report.</i></p>	
<p>“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.”</p>	<p>“Facilitating hate speech and the sale of offensive products could expose Amazon to reputational damage and impair relationships with key stakeholders.”</p> <p>“Amazon could also face legislative risks.”</p>

3. The Mixon Proposal Substantially Duplicates the Initial Proposal.

The Mixon Proposal is duplicative of the Initial Proposal because both proposals share a focus on the same underlying issue: implications of the Company’s operations on civil rights and racial equity. The Mixon Proposal, which the Company received after the Initial Proposal, would have the Company prepare a report “describing its efforts . . . to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations.” The Initial Proposal, which requests that the Board commission a racial equity audit analyzing the Company’s impact on “civil rights, equity, diversity and inclusion,” addresses the same issue in a broader sense (focusing on the Company’s entire business, which includes the Company’s delivery logistics and other operations targeted by the Mixon Proposal, and focusing on concerns over the potential impact of the Company’s operations on racial equity

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broadly). Notwithstanding this difference in scope, both of these proposals implicate a report assessing the potential effects of the Company’s operations on civil rights and racial equity.

The overlap between the Initial Proposal and the Mixon Proposal is further demonstrated by the similar focus and concerns addressed in their supporting statements:

<i>Initial Proposal</i>	<i>Mixon Proposal</i>
<i>Concerns for systemic racism, racial equity, civil rights, and diversity and inclusion.</i>	
<p>“[The racial justice and equity 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.”</p>	<p>“Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020”</p>
<p>“A class action lawsuit has been filed by employees alleging Whole Foods punished employees for wearing Black Lives Matter masks on the job.”</p>	<p>“Activists link environmental justice to the goals of the Black Lives Matter movement”</p>
<i>The Proposals address disproportionate impacts of Company operations on minority communities.</i>	
<p>“Amazon’s fulfillment and distribution facilities, and the air pollution they cause, are disproportionately located in nonwhite neighborhoods.”</p>	<p>“Many Amazon warehouses are located in communities of color,”</p> <p>“Evidence suggests Amazon’s logistics operations may have an environmentally racist impact . . .”</p> <p>“This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution.”</p>

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<i>Each raises the potential risks the Company could face from being perceived as promoting social or environmental inequities as support for the necessity of the report.</i>	
“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.”	“Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.”

4. The Thier Proposal Substantially Duplicates the Initial Proposal.

The Thier Proposal is duplicative of the Initial Proposal because both proposals share a focus on the same underlying issue: diversity, equity, and inclusion. The Thier Proposal, which the Company received after the Initial Proposal, would have the Company prepare a report “provid[ing] promotion velocity rates by title and level for different gender and racial identities.” The Initial Proposal, which requests that the Board commission a racial equity audit analyzing the Company’s impact on “civil rights, equity, diversity and inclusion,” likewise focuses on assessing potential implications of the Company’s employment practices on racial equity and diversity and inclusion matters. Thus, both of these proposals implicate the Company’s efforts to promote racial equity and diversity and inclusion through the Company’s practices.

The overlap between the Initial Proposal and the Thier Proposal is further demonstrated by the similar focus and concerns addressed in their supporting statements:

<i>Initial Proposal</i>	<i>Thier Proposal</i>
<i>Concerns for systemic racism, racial equity, civil rights, and diversity and inclusion.</i>	
“... Amazon tweeted its solidarity with the fight against systemic racism. But some of Amazon’s actions have been criticized as inconsistent with that pledge:”	“... race and gender combine to create unique forms of discrimination.” “... institutionalized sexism, compounded by racism, ...”

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	“Shareholders need data to determine the level of risk due to the possibility of institutionalized sexism and racism at Amazon.”
<i>References to bias in Company promotion practices.</i>	
“... biased promotion practices ...”	“... analyzing who a company promotes is an effective way of revealing bias against women and underrepresented minorities.” “Gender balance among Amazon’s upper ranks is a challenge”

Because the Duplicate Proposals substantially duplicate the Initial Proposal, if the Company were required to include the Initial Proposal and any of the Duplicate 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). The slight differences in wording and actions requested do not change the conclusion that each of the Duplicate Proposals would have its key focus addressed through implementation of the Initial Proposal and share the same principal focus (the potential civil rights, racial equity, and diversity and inclusion implications of the Company’s policies, practices, products, or services). Accordingly, the Company believes that the Duplicate Proposals may be excluded pursuant to Rule 14a-8(i)(11) as substantially duplicative of the Initial Proposal.

CONCLUSION

Based upon the foregoing analysis, if the Staff does not agree that the Initial Proposal is excludable, the Company intends to exclude the Duplicate Proposals from its 2021 Proxy Materials, and we respectfully request that the Staff concur that the Duplicate Proposals 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. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company's Vice President & Associate General Counsel, Corporate and Securities, and Legal Operations, and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Mary Beth Gallagher, Investor Advocates for Social Justice
Sister Patricia A. Mahoney, Sisters of St. Joseph of Brentwood
Sister Barbara Aires, Sisters of Charity of Saint Elizabeth
Timothy Brennan, Unitarian Universalist Association
David L. Moore, American Baptist Home Mission Societies
Daniëlle Essink, Robeco
Linda Hincken, Sisters of St. Dominic of Amityville, New York
Kate Monahan, Friends Fiduciary Corporation
Dr. Dov Baum, American Friends Service Committee
Laura Campos, The Nathan Cummings Foundation
John Mixon
Maren Costa
Cody Rank
Matthew McKay
Eliza Pan
Nari Benson
Emily Cunningham
Sarah Read
Jennifer Matson
Jamie Kowalski
Victoria Liang
Hana Thier
Jacob Adamson

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Stephen McMurtry
David "Piper" Horscroft

EXHIBIT A

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.¹ 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.”² The employee has since filed a lawsuit alleging discrimination against Black and Latino workers.³
- Amazon’s disproportionately Black and Latino warehouse workers are paid low wages and exposed to dangerous working conditions, including exposure to COVID-19.⁴ Amazon has also been criticized by employees, lawmakers, and regulators for biased promotion practices, discriminatory employee surveillance, and hiding workplace injury rates.⁵
- Amazon’s fulfillment and distribution facilities, and the air pollution they cause, are disproportionately located in nonwhite neighborhoods.⁶

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

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

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

⁴ <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/tFKVM12zNoxNXKmfJcgN/story.html> ; <https://www.propublica.org/article/inside-documents-show-how-amazon-chose-speed-over-safety-in-building-its-delivery-network>

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

⁶ <https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e0fab21138>

- A class action lawsuit has been filed by employees alleging Whole Foods punished employees for wearing Black Lives Matter masks on the job.⁷

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.⁸
- Allegations that AWS's facial surveillance technology violates civil rights by disproportionately surveilling people of color, immigrants, and civil society organizations.⁹
- Reports assert inconsistent implementation of policies prohibiting the sale of products on Amazon's platform that promote hatred.¹⁰

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.

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

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

⁹ <http://sitn.hms.harvard.edu/flash/2021/racial-discrimination-in-face-recognition-technology/>

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

EXHIBIT B

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

Sent: Friday, December 11, 2020 11:05 AM

To: zapolsky@amazon.com; mbgallagher@iasj.org

Subject: Shareholder Proposal

Dear Mr. Zapolsky,

I hope this finds you well and healthy.

Please find the attached proposal and requisite documentation.

Sincerely,

S. Patricia Mahoney



December 10, 2020

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

Sent via mail and email to: zapolsky@amazon.com and amazon-ir@amazon.com

Dear Mr. Zapolsky,

The Sisters of St. Joseph of Brentwood are Catholic institutional investors committed to aligning our investments with our values. We participate actively in socially responsible investing activities led by Investor Advocates for Social Justice (IASJ) and the Interfaith Center on Corporate Responsibility (ICCR). We have appreciated the conversations our colleagues have had with Amazon to address concerns about how Amazon's technologies with surveillance capabilities may negatively impact human rights and exacerbate racial inequality. However, we remain concerned about how Amazon's surveillance technologies may harm immigrant communities and communities of color. We respectfully offer the enclosed proposal on Customer Due Diligence.

The Sisters of St. Joseph of Brentwood are the beneficial owners of \$3,731,245 worth of Amazon.com shares. A letter of verification of ownership of one of our accounts, with 332 shares is enclosed. The Sisters of St. Joseph of Brentwood have held this stock continually for over one year and intend to retain the requisite number of shares through the date of the Annual Meeting.

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

Please address all communication regarding this resolution to Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Mountclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800 with a copy to Sister Patricia Mahoney, CSJ at mahoney@csjbrentwood.org.

We look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,

S. Patricia A. Mahoney csj

Sisters of St. Joseph – Brentwood, NY

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise public oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities.⁶ Lawmakers have requested information on police partnerships.⁷ Civil rights groups asked

¹ <https://www.ohchr.org/EN/Issues/FreedomOpinion/Pages/SR2019ReporttoHRC.aspx>

²

https://www.humanrights.dk/sites/humanrights.dk/files/media/document/Phase%204_%20Impact%20prevention%2C%20mitigation%20and%20remediation_n.pdf

³ <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standards-evaluating-domestic>

⁴ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/>

⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

⁶ <https://gizmodo.com/a-new-buy-black-campaign-aims-to-avert-an-amazon-survei-1845740166>

⁷ <https://oversight.house.gov/sites/democrats.oversight.house.gov/files/2020-02-19.RK%20to%20Huseman-A%20re%20Ring%20%281%29.pdf>

Congress to investigate Amazon's "surveillance empire."⁸ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁹

- Despite content moderation, racist speech is rampant on Ring's Neighbors application,¹⁰ and users disproportionately labeled people of color as "suspicious."¹¹
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.¹² In 2020, Amazon reported increased police requests for customer data.¹³
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁴ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹⁵

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

⁸ <https://thehill.com/policy/technology/471903-civil-rights-groups-press-for-congressional-investigation-into-amazons>

⁹ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

¹⁰ https://www.vice.com/en_us/article/qvyvzd/amazons-home-security-company-is-turning-everyone-into-cops

¹¹ <https://media-alliance.org/2020/11/ringing-alarm-bells/>

¹² <https://mediajustice.org/news/mediajustice-finds-280-new-amazon-police-partnerships-since-george-floyd-killing-launches-campaign-for-black-brown-and-allied-holiday-shoppers-to-sever-ties-with-online-giant/>

¹³ <https://www.documentcloud.org/documents/7010600-Amazon-Information-Request-Report-June-2020.html>

¹⁴ <https://www.youtube.com/watch?v=RVVfjVj5z8s&t=5007s>

¹⁵ <https://www.bbc.com/news/technology-54809228>



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

www.ubs.com

December 11, 2020

To Whom It May Concern

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

At the request of the Charitable trust F/B/O the Sisters of St. Joseph, please be advised that as detailed in the attached statements dated November 30, 2019, the Charitable Trust for the benefit of the Sisters of St. Joseph owned, and as of this date continues to own, 332 shares of Amazon (AMZN). The holding period for these shares is set forth in the attached statements. Additionally, we have been advised by our client that expect to continue to own these shares at least until the next shareholders meeting.

Best regards.

Sincerely,

A handwritten signature in black ink that reads "Matthew E. Power". The signature is written in a cursive, flowing style.

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

cc: Sr. Patricia Mahoney

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

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December 14, 2020

VIA OVERNIGHT MAIL

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

Dear Sister Mahoney:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 11, 2020, the shareholder proposal you submitted on behalf of the Sisters of St. Joseph of Brentwood (the “Proponent”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2021 Annual Meeting of Shareholders (the “Proposal”).

Your December 11, 2020 letter requests that all communications regarding the Proposal be addressed to Mary Beth Gallagher of Investor Advocates for Social Justice. We assume that Ms. Gallagher is also authorized to represent and act on behalf of the Proponent in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal. If not, please let us know at the address below who, if anyone, is authorized to act on behalf of the Proponent with respect to the Proposal.

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Proponent has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. The December 11, 2020 letter from UBS Financial Services Inc. that you provided (the “UBS Letter”) is insufficient because it does not confirm that the Proponent has continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2020. In this regard, the UBS Letter verifies ownership for an account belonging to a charitable trust for the benefit of the “Sisters of St. Joseph” but does not make reference to or clarify whether that shareholder is the same entity as the Proponent, the “Sisters of St. Joseph of Brentwood.” To remedy this defect, the Proponent must obtain a new proof of ownership letter or additional correspondence from UBS Financial

GIBSON DUNN

Sister Patricia A. Mahoney

December 14, 2020

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Washington, DC 20036. Alternatively, you may transmit any response by email to me at RMueller@gibsondunn.com

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

Sincerely,



Ronald O. Mueller

Enclosures

Sister Patricia A. Mahoney

December 14, 2020

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

In addition, the UBS Letter is insufficient because it states the number of shares the Proponent held as of December 11, 2020 but does not confirm that the Proponent has continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2020. In this regard, although the USB Letter states that, as of December 11, 2020, the charitable trust for the benefit of the Sisters of St. Joseph owned 332 shares of the Company, this statement does not confirm continuous ownership for the one year through and including December 11, 2020. We note that the UBS Letter makes reference to “attached statements dated November 30, 2019” but no statements were attached to or otherwise accompanied the materials submitted to the Company and, to date, we have not received any additional documentation regarding the above account. In addition, in Staff Legal Bulletin 14, the Staff stated that copies of brokerage statements do not satisfy the proof of ownership requirement since they indicate ownership as of a point in time and do not demonstrate that the shares were held “continuously” during the required one-year period.

To remedy this defect, the Proponent must obtain a new proof of ownership letter verifying the Proponent’s continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 11, 2020, the date the Proposal was submitted to the Company. We also request that the proof of ownership letter you provide confirm whether the “Sisters of St. Joseph” is the same entity as the “Sisters of St. Joseph of Brentwood.” As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of the Proponent’s shares (usually a broker or a bank) verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 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

Sister Patricia A. Mahoney

December 14, 2020

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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 11, 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 11, 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 11, 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.

Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Proponent must revise the Proposal so that it does not exceed 500 words.

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.,

From: Mary Beth Gallagher <mbgallagher@iasj.org>
Sent: Tuesday, December 29, 2020 9:48 AM
To: Mueller, Ronald O. <RMueller@gibsondunn.com>; Pat Mahoney <mahoney@csjbrentwood.org>
Subject: Revised Amazon.com Customer Due Diligence Proposal

[External Email]

Dear Mr. Mueller,

On behalf of the Sisters of St. Joseph of Brentwood, and the co-filers of the Customer Due Diligence Proposal, I am writing in response to your letter. While we believe the Proposal as originally submitted did not exceed 500 words in accordance with Rule 14a-8(d), I am writing to send a revised Customer Due Diligence Proposal for inclusion in the proxy statement at the 2021 Amazon.com Annual Meeting of Shareholders.

Kindly confirm receipt.

Best,
Mary Beth



Mary Beth Gallagher Executive Director
Investor Advocates for Social Justice (Formerly Tri-CRI)
o: [\(973\) 509-8800](tel:9735098800) m: [\(202\) 531-4710](tel:2025314710)
w: www.iasj.org
e: mbgallagher@iasj.org
a: 40 S Fullerton Ave, Montclair, NJ 07042

Note: Our organization name and email addresses have changed.
Please update your contact files.

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities. Lawmakers have requested information on police partnerships. Civil rights

¹ <https://www.ohchr.org/EN/Issues/FreedomOpinion/Pages/SR2019ReporttoHRC.aspx>

²

https://www.humanrights.dk/sites/humanrights.dk/files/media/document/Phase%204%20Impact%20prevention%20mitigation%20and%20remediation_n.pdf

³ <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standards-evaluating-domestic>

⁴ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/>

⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

- Despite content moderation, racist speech is rampant on Ring's Neighbors application, and users disproportionately labeled people of color as "suspicious."⁸
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.⁹ In 2020, Amazon reported increased police requests for customer data.
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁰ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹¹

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

⁶ <https://thehill.com/policy/technology/471903-civil-rights-groups-press-for-congressional-investigation-into-amazons>

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

⁸ <https://media-alliance.org/2020/11/ringing-alarm-bells/>

⁹ <https://mediajustice.org/news/mediajustice-finds-280-new-amazon-police-partnerships-since-george-floyd-killing-launches-campaign-for-black-brown-and-allied-holiday-shoppers-to-sever-ties-with-online-giant/>

¹⁰ <https://www.youtube.com/watch?v=RVVfjVj5z8s&t=5007s>

¹¹ <https://www.bbc.com/news/technology-54809228>

From: B Aires <baires@scnj.org>
Date: December 14, 2020 at 6:16:56 AM PST
To: David <zapolsky@amazon.com>, zapolsky@amazon.com
Subject: FW: Amazon.com Inc. - Letter; Resolution; Proof of Ownership

Hello, David,

Attached please find our co-filing material with the Sisters of St. Joseph of Brentwood for consideration at the 2021 Annual Meeting of shareholders.

Blessings this Holiday Season!

Sister Barbara.

Sister Barbara Aires
Sisters of Charity of Saint Elizabeth
P.O. Box 476
Convent Station, NJ 07961-0476
Phone: 973-290-5402
E-Mail: baires@scnj.org



December 14, 2020

BY EMAIL AND DELIVERY

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

Re: Shareholder proposal for the 2021 Annual Shareholder Meeting

Dear Mr. Zapolsky,

The Sisters of Charity of Saint Elizabeth hereby co-files a shareholder proposal submitted by lead filer Sisters of Saint Joseph of Brentwood in accordance with SEC Rule 14a-8, to be included in the proxy statement of Amazon.com, Inc. (The Company) for its 2021 annual meeting of shareholders.

The Sisters of Charity of Saint Elizabeth has continuously held, for at least one year as of the date hereof, at least 63 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. The Sisters of Charity of Saint Elizabeth intends to continue to hold such shares through the date of the Company's 2021 annual meeting of shareholders.

The Sisters of Saint Joseph of Brentwood are the lead filer for this proposal and is authorized to negotiate on behalf of The Sisters of Charity of Saint Elizabeth any potential withdrawal of this proposal.

We welcome the opportunity to discuss this proposal with representatives of the Company. Please feel free to contact me with any questions.

Sincerely,

Sister Barbara Aires
Coordinator of Corporate Responsibility

(Enclosure)
SBA/lp



P 973.290.5402
P 973.290.5441
P.O. BOX 475
CONVENT STATION
NEW JERSEY
07961-0475

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

Whereas, Amazon's surveillance and cloud products may exacerbate systemic inequities, compromise public oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended "an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place."¹

"Know Your Customer" due diligence mitigates clients' risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether "the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations."³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of "products or services that have surveillance capabilities," including to consider if "the end-user will likely misuse the product or service to carry out human rights violations."⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon's ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon's surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon's guidelines:

- Amazon's work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE's human rights abuses.
- Ring's 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities.⁶ Lawmakers have requested information on police partnerships.⁷ Civil rights groups asked Congress to investigate Amazon's "surveillance empire."⁸ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁹

¹ <https://www.ohchr.org/EN/Issues/FreedomOpinion/Pages/SR2019ReporttoHRC.aspx>

² https://www.humanrights.dk/sites/humanrights.dk/files/media/document/Phase%20-%20Impact%20Prevention%20and%20Remediation_n.pdf

³ <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standards-evaluating-domestic>

⁴ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/>

⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

⁶ <https://gizmodo.com/a-new-buy-black-campaign-aims-to-avert-an-amazon-survei-1845740166>

⁷ <https://oversight.house.gov/sites/democrats.oversight.house.gov/files/2020-02-19.RK%20to%20Huseman-Amazon%20re%20Ring%20%281%29.pdf>

⁸ <https://thehill.com/policy/technology/471903-civil-rights-groups-press-for-congressional-investigation-into-amazons>

⁹ <https://www.markey.senate.gov/news/press-releases/senator-markey-investigation-into-amazon-ring-doorbell-reveals-egregiously-lax-privacy-policies-and-civil-rights-protections>

- Despite content moderation, racist speech is rampant on Ring's Neighbors application,¹⁰ and users disproportionately labeled people of color as "suspicious."¹¹
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.¹² In 2020, Amazon reported increased police requests for customer data.¹³
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁴ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹⁵

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

¹⁰ https://www.vice.com/en_us/article/qvyyzd/amazons-home-security-company-is-turning-everyone-into-cops

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¹² <https://mediajustice.org/news/mediajustice-finds-280-new-amazon-police-partnerships-since-george-floyd-killing-launches-campaign-for-black-brown-and-allied-holiday-shoppers-to-sever-ties-with-online-giant/>

¹³ <https://www.documentcloud.org/documents/7010600-Amazon-Information-Request-Report-June-2020.html>

¹⁴ <https://www.youtube.com/watch?v=RVVfIVj5z8s&t=5007s>

¹⁵ <https://www.bbc.com/news/technology-54809228>

December 14th, 2020

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

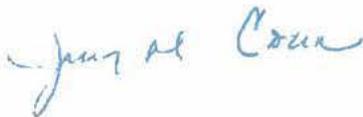
RE: Sisters of Charity of Saint Elizabeth a/c ***

Dear Corporate Secretary,

This letter alone shall serve as proof of beneficial ownership of 63 shares of Amazon common stock for the Sisters of Charity of Saint Elizabeth.

Please be advised that as of 12/14/2020, the Sisters of Charity of Saint Elizabeth have continuously held the requisite number of shares of common stock for at least one year, and intend to continue holding the requisite number of shares through the date of the next Annual Meeting of Shareholders.

Sincerely,



Jerry D. Coan
Vice President
Comerica Bank
Institutional Trust Department

December 23, 2020

VIA OVERNIGHT MAIL

Sister Barbara Aires
The Sisters of Charity of Saint Elizabeth
P.O. Box 476
Convent Station, NJ 07961

Dear Sister Aires:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 14, 2020, the shareholder proposal you submitted on behalf of The Sisters of Charity of Saint Elizabeth (the "Co-Filer") 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").

Your December 14, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the lead filer of the Proposal and is authorized to negotiate on behalf of the Co-Filer. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

GIBSON DUNN

Sister Barbara Aires
December 23, 2020
Page 2

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.

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.

Sincerely,



Ronald O. Mueller

Enclosure

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

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groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

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Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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

⁸ <https://media-alliance.org/2020/11/ringing-alarm-bells/>

⁹ <https://mediajustice.org/news/mediajustice-finds-280-new-amazon-police-partnerships-since-george-floyd-killing-launches-campaign-for-black-brown-and-allied-holiday-shoppers-to-sever-ties-with-online-giant/>

¹⁰ <https://www.youtube.com/watch?v=RVVfjVj5z8s&t=5007s>

¹¹ <https://www.bbc.com/news/technology-54809228>

From: Tim Brennan <TBrennan@uua.org>

Date: December 14, 2020 at 9:49:22 AM PST

To: zapolsky@amazon.com

Cc: Andrew McGeorge <AMcGeorge@uua.org>, Susan Helbert <SHelbert@uua.org>, Mary Beth Gallagher <mbgallagher@iasj.org>

Subject: Shareholder proposal

Mr. Zapolsky:

The Unitarian Universalist Association, a shareholder in Amazon, wishes to file the attached resolution for consideration at the upcoming annual meeting. We do so in support of the proposal filed by the Sisters of St. Joseph of Brentwood, and we defer all decision making regarding the resolution to them. An acknowledgement of the receipt of this filing would be appreciated.

Sincerely,

Tim Brennan | Special Advisor on Responsible Investing

Phone [\(617\) 620-0574](tel:6176200574) | tbrennan@uua.org

uua.org | [Twitter](#) | [Facebook](#)

pronouns: he/him

24 Farnsworth Street

Boston, MA 02210-1409

www.uucef.org



By email to: zapolsky@amazon.com

December 14, 2020

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

Dear Mr. Zapolsky:

The Unitarian Universalist Association, a shareowner of Amazon, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. We are co-filing with the Sisters of St. Joseph of Brentwood, the lead filer of the proposal. The resolution requests that the Board of Directors commission an independent report assessing Amazon's process for customer due diligence, to determine whether customers' use of its products or services with surveillance or computer vision capabilities or cloud products contributes to human rights violations.

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

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

Verification that we are beneficial owners of the requisite shares of Amazon will be provided on request. We defer to the Sisters of St. Joseph of Brentwood regarding all decisions on this proposal. You may contact me at (617) 620-0574 or tbrennan@uua.org.

Very truly yours,



Timothy Brennan,
Special Advisor on Responsible Investing

Cc: Andrew McGeorge, UUA Treasurer & CFO
Mary Beth Gallagher, Investor Advocates for Social Justice

Enclosure: Shareholder resolution



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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise public oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities.⁶ Lawmakers have requested information on police partnerships.⁷ Civil

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⁶ <https://gizmodo.com/a-new-buy-black-campaign-aims-to-avert-an-amazon-survei-1845740166>

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rights groups asked Congress to investigate Amazon's "surveillance empire."⁸ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁹

- Despite content moderation, racist speech is rampant on Ring's Neighbors application,¹⁰ and users disproportionately labeled people of color as "suspicious."¹¹
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.¹² In 2020, Amazon reported increased police requests for customer data.¹³
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁴ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹⁵

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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¹⁵ <https://www.bbc.com/news/technology-54809228>

December 23, 2020

VIA OVERNIGHT MAIL

Timothy Brennan
Unitarian Universalist Association
24 Farnsworth Street
Boston, MA 02210

Dear Mr. Brennan:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 14, 2020, the shareholder proposal you submitted on behalf of the Unitarian Universalist Association (the "Co-Filer") pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2021 Annual Meeting of Shareholders (the "Proposal").

Your December 14, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the lead filer of the Proposal and that the Co-Filer defers to the lead filer regarding all decisions on the Proposal. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

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

To remedy this defect, the Co-Filer must submit sufficient proof of the Co-Filer's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 14, 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 Co-Filer's shares (usually a broker or a bank) verifying that the Co-Filer continuously held the required number or

GIBSON DUNN

Timothy Brennan
December 23, 2020
Page 2

amount of Company shares for the one-year period preceding and including December 14, 2020; or

- (2) if the Co-Filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-Filer's ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-Filer continuously held the required number or amount of Company shares for the one-year period.

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

- (1) If the Co-Filer's broker or bank is a DTC participant, then the Co-Filer needs to submit a written statement from the Co-Filer's broker or bank verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020.
- (2) If the Co-Filer's broker or bank is not a DTC participant, then the Co-Filer needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Co-Filer continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020. You should be able to find out the identity of the DTC participant by asking the Co-Filer's broker or bank. If the Co-Filer's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Co-Filer's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Co-Filer's shares is not able to confirm the Co-Filer's individual holdings but is able to confirm the holdings of the Co-Filer's broker or bank, then the Co-Filer needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 14, 2020, the required number or amount of Company shares were continuously held: (i) one from the Co-Filer's broker or bank

GIBSON DUNN

Timothy Brennan
December 23, 2020
Page 3

confirming the Co-Filer's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

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.

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

From: Tim Brennan <TBrennan@uua.org>
Sent: Thursday, January 7, 2021 9:06 AM
To: Mueller, Ronald O.
Cc: Mary Beth Gallagher
Subject: Amazon shareholder proposal
Attachments: Amazon Customer Due Diligence 2021 FINAL Revised[1].pdf

[External Email]

Mr. Mueller,

As a co-filer of the Customer Due Diligence proposal for inclusion in the proxy materials at the Amazon.com 2021 Annual Shareholder Meeting, I have authorized Mary Beth Gallagher, of Investor Advocates for Social Justice to communicate on our behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached here. Thank you,

Tim Brennan | Special Advisor on Responsible Investing

Phone [\(617\) 620-0574](tel:6176200574) | tbrennan@uua.org

uua.org | [Twitter](#) | [Facebook](#)

pronouns: he/him



24 Farnsworth Street

Boston, MA 02210-1409

www.uucef.org

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities. Lawmakers have requested information on police partnerships. Civil rights

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groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

- Despite content moderation, racist speech is rampant on Ring's Neighbors application, and users disproportionately labeled people of color as "suspicious."⁸
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- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁰ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹¹

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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From: Moore, Dave
Sent: Tuesday, December 15, 2020 12:20 PM
To: zapolsky@amazon.com; amazon-ir ; Ju, Jung
Cc: Mary Beth Gallagher (mbgallagher@iasj.org) ; Gina Falada ; Duncan, Tondolayo
Subject: [EXTERNAL] American Baptist Home Mission Society - Co-filing Resolution on Amazon's process for customer due diligence
Importance: High

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

David,

Please see the attached and below. We will also be sending all three attachments today via Fed-Ex overnight

December 15, 2020

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

Sent via mail and email to: zapolsky@amazon.com and amazon-ir@amazon.com

Dear Mr. Zapolsky,

As socially responsible investors, the American Baptist Home Mission Society (ABHMS) looks for social and financial accountability when investing in corporations. We participate actively in responsible investing activities led by Investor Advocates for Social Justice (IASJ) and the Interfaith Center on Corporate Responsibility (ICCR). We have appreciated the conversations our colleagues have had about facial recognition technology, surveillance, and human rights. However, investors remain concerned about the human rights impacts of Amazon's technologies with surveillance capabilities and lack of adequate oversight mechanisms. ABHMS is co-filing the enclosed proposal on Customer Due Diligence.

The American Baptist Home Mission Society is the beneficial owners of \$2,990,629.76 worth of Amazon.com Inc. 944 shares. A letter of verification of ownership is enclosed. ABHMS has held stock continually for over one year and intend to retain the requisite number of shares through the date of the Annual Meeting.

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

The Sisters of St. Joseph of Brentwood is the primary filer of this resolution and is authorized to withdraw the resolution on our behalf. As a co-filer I respectfully request direct communication from the company and to be listed in the proxy. Please address all communication regarding this resolution to our socially responsible investing consultant, Mary Beth Gallagher of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800 with a copy to dave.moore@abhms.org.

We look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,



David L. Moore, CFA
Director of Investments

American Baptist Home Mission Societies' One Great Hour of Sharing appeal—[COVID Recovery: Renewing Hope and Service](#)—will bring healing to millions so desperately in need today. [Please GIVE NOW!](#)

David L. Moore Jr. CFA
Director of Investments

[American Baptist Home Mission Societies](#)
[Judson Press](#)

p 610.768.2385 f 610.768.2470



1075 First Avenue
King of Prussia, PA 19406

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

December 15, 2020

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Seattle, Washington 98109

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December 15, 2020

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

Re: American Baptist Home Mission Societies

Dear Mr. David Moore,

As of and including December 15, 2020, the American Baptists Home Mission Society held, and has held continuously for at least one year, 944 shares of Amazon.com Inc. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

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

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

Sincerely,

Jules F Selia

Jules Selia
Global Client Administration
BNY Mellon

December 23, 2020

VIA OVERNIGHT MAIL

Mary Beth Gallagher
Investor Advocates for Social Justice
40 South Fullerton Avenue
Montclair, NJ 07042

Dear Ms. Gallagher:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 15, 2020, the shareholder proposal submitted by the American Baptist Home Mission Societies (the "Co-Filer") 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 Co-Filer's December 15, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the primary filer of the Proposal and is authorized to withdraw the proposal on behalf of the Co-Filer. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or you, its representative, as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

GIBSON DUNN

Mary Beth Gallagher
December 23, 2020
Page 2

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.

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.

Sincerely,



Ronald O. Mueller

cc: David L. Moore, CFA, American Baptist Home Mission Societies

Enclosure

From: Moore, Dave <Dave.Moore@abhms.org>
Sent: Thursday, January 7, 2021 8:48 AM
To: Mueller, Ronald O.
Cc: jungju@amazon.com; Mary Beth Gallagher (mbgallagher@iasj.org)
Subject: Re: Amazon Customer Due Diligence Proposal - revised
Attachments: Amazon Customer Due Diligence 2021 FINAL Revised.pdf

Importance: High

[External Email]
Ronald Mueller,

As a co-filer of the Customer Due Diligence proposal for inclusion in the proxy materials at the Amazon.com 2021 Annual Shareholder Meeting, I have authorized Mary Beth Gallagher, of Investor Advocates for Social Justice to communicate on my behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached here.

Best Regards,

American Baptist Home Mission Societies' One Great Hour of Sharing appeal—[COVID Recovery: Renewing Hope and Service](#)—will bring healing to millions so desperately in need today. [Please GIVE NOW!](#)

David L. Moore Jr. CFA
Director of Investments
American Baptist Home Mission Societies
Judson Press
p 610.768.2385 f 610.768.2470

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities. Lawmakers have requested information on police partnerships. Civil rights

¹ <https://www.ohchr.org/EN/Issues/FreedomOpinion/Pages/SR2019ReporttoHRC.aspx>

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³ <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standards-evaluating-domestic>

⁴ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/>

⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

- Despite content moderation, racist speech is rampant on Ring's Neighbors application, and users disproportionately labeled people of color as "suspicious."⁸
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.⁹ In 2020, Amazon reported increased police requests for customer data.
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁰ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹¹

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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From: Dykstra, Robert <r.dykstra@robeco.nl>
Sent: Tuesday, December 15, 2020 9:25 AM
To: Ju, Jung
Cc: Essink - Zuiderwijk, Daniëlle; Mary Beth Gallagher
Subject: [EXTERNAL] Robeco co-filing shareholder proposal
Attachments: Robeco SHP Amazon 2021.pdf

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Julie,

Robeco is a global asset manager, based in Rotterdam, The Netherlands and we view sustainability as a long-term driver of change in markets, countries and companies which impacts future performance. Based on this belief, sustainability is considered as one of the value drivers in our investment process, like the way we look at other drivers such as company financials or market momentum. From an investment perspective, we believe considering material Environmental, Social and Governance (ESG) factors strengthens our investment process and ultimately leads to a better-informed investment decision. Robeco has been a long-term beneficial owner of shares of Amazon.com.

Robeco is the owner of over \$2,000 of Amazon.com Inc., stock held continuously for over one year. Robeco intends to continue to hold this stock until after the 2021 Annual Meeting. I hereby notify Amazon.com Inc. of our 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. Robeco is co-filing this resolution with Sisters of St. Joseph of Brentwood 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.

It is our preference to resolve our concerns through dialogue rather than the formal resolution process. If you have any questions, please do not hesitate to contact Daniëlle Essink at D.Essink@robeco.nl.

Kind regards,
Robert

ROBECO

Robert Dykstra

Active Ownership Analyst

Weena 850, 3014 DA Rotterdam, The Netherlands

Email: r.dykstra@robeco.nl

T: +31625700168

--- The information contained in this communication is confidential and may be legally privileged. It is intended solely for the use of the individual or entity to whom it is addressed and others authorized to receive it. If you are not the intended recipient you are hereby notified that any disclosure, copying, distribution or taking any action in relation to the contents of this information is strictly prohibited and may be unlawful. Neither the sender nor the represented institution are liable for the correct and complete transmission of the contents of an e-mail, or for its timely receipt. Robeco Institutional Asset Management BV is registered with the Chamber of Commerce under: 24123167. ---

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

15 December 2020

Dear Mr. Zapolsky,

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Sincerely,



Carola van Lamoen
Executive Director, Head of SI Center of Expertise

Weena 850, 3014 DA Rotterdam, The Netherlands

The Northern Trust Company
London Branch
50 Bank Street
Canary Wharf
London E14 5NT



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

15 December 2020

RE: ISIN US0231351067

Dear David,

This letter will certify that as of December 14th 2020, Northern Trust Corporation held for beneficial interest of Robeco Institutional Asset Management BV, 3,048 shares of Amazon.com Inc.

We confirm that Robeco Institutional Asset Management BV has beneficial ownership of at least \$2,000 in market value of the voting securities of Amazon.com Inc. and that such beneficial ownership has existed continuously for one or more years in accordance with Rule 14a-8 (a)(1) of the Securities Exchange Act of 1934.

Should you have any questions please contact us at GFSCST@ntrs.com.

Kind regards,

Nortrust Nominees Ltd
Orla Guilfoyle
GFS Custody Servicing - EMEA
+353 1 531 8279

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

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rights groups asked Congress to investigate Amazon's "surveillance empire."⁸ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁹

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Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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GIBSON DUNN

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Tel 202.956.8500
www.gibsondunn.com

Ronald O. Mueller
Direct: +1 202.956.8671
Fax: +1 202.530.9569
RMueller@gibsondunn.com

December 23, 2020

VIA OVERNIGHT MAIL

Daniëlle Essink
Robeco
Weena 850
3014 DA, Rotterdam
Netherlands

Dear Ms. Essink:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 15, 2020, the shareholder proposal submitted by Robeco Institutional Asset Management BV (the "Co-Filer") 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 Co-Filer's December 15, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the primary filer of the Proposal and is authorized to act on behalf of the Co-Filer in all aspects of the Proposal, including negotiation and withdrawal of the Proposal. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

GIBSON DUNN

Daniëlle Essink
December 23, 2020
Page 2

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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.

Sincerely,



Ronald O. Mueller

Enclosure

From: Nora Nash
Sent: Tuesday, December 15, 2020 12:25 PM
To: Ju, Jung ; zapolsky@amazon.com
Subject: [EXTERNAL] Amazon Proposal

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear David,

I appreciate your accepting our co-filing proposal. I am also grateful for all that you do make Amazon an excellent company as it continues issues that we raise.

See attachments. The original copies are in the mail.

Peace and blessings

Nora

Nora. M. Nash, OSF
Director, Corporate Social Responsibility
Sisters of St Francis of Philadelphia
609 S. Convent Road
Aston, PA 19014
610-558-7661

Website: www.osfphila.org

Become a fan on Facebook:

<http://www.facebook.com/SrsofStFrancisPhila#!/SrsofStFrancisPhila?ref=sgm>

Follow us on Twitter: <http://twitter.com/SrsofStFrancis> (<http://twitter.com/SrsofStFrancis>)



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

December 15, 2010

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

Dear Mr. Zapolsky:

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

As a faith-based investor, I am hereby authorized to notify you of our intention to co-file this shareholder proposal with The Sisters of St. Joseph of Brentwood. I submit it for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 and for consideration and action by the shareholders at the 2021 annual meeting. A representative of the shareholders will attend the annual meeting to move the resolution as required by the SEC. Please note that the contact person for this resolution/proposal will be: Mary Beth Gallagher of the Investor Advocates for Social Justice. mbgallagher@iasj.org.

As verification that we are beneficial owners of common stock in Amazon, I enclose a letter from Northern Trust Company, our portfolio custodian/record holder attesting to the fact. It is our intention to keep these shares in our portfolio through the date of Amazon's 2021 Annual Meeting.

Respectfully yours,

Nora M. Nash, OSF
Director, Corporate Social Responsibility

cc: Julie Wokaty, ICCR
Mary Beth Gallagher, IASJ

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

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¹³ <https://www.bbc.com/news/technology-54809228>



50 S. LaSalle Street
Chicago IL 60603

December 5, 2019

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold **551** shares of **Amazon Com. Inc. Com. Stock (CUSIP : 023135106)**. These shares have been held continuously, for at least a one-year period preceding and including **December 15th, 2020** and will continue to be at the time of your next shareholders meeting.

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

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

Sincerely,

Lisa M. Martinez- Shaffer
Second Vice President

December 23, 2020

VIA OVERNIGHT MAIL

Sister Nora M. Nash, OSF
The Sisters of St. Francis of Philadelphia
609 South Convent Road
Aston, PA 19014

Dear Sister Nash:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 15, 2020, the shareholder proposal you submitted on behalf of the Sisters of St. Francis of Philadelphia (the "Co-Filer") 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").

Your December 15th letter states that Mary Beth Gallagher of Investor Advocates for Social Justice is the contact person for the Proposal. In addition, we understand that Ms. Gallagher is the duly authorized representative for the Sisters of Saint Joseph of Brentwood, the lead filer of the Proposal. Accordingly, we will treat the Sisters of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

GIBSON DUNN

Sister Nora M. Nash, OSF
December 23, 2020
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Sincerely,



Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice

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Thursday, January 7, 2021 2:15 PM

To: jungju@amazon.com; Mueller, Ronald O. <RMueller@gibsondunn.com>; mbgallagher@iasj.org
Subject: Amazon Revisited Proposal

[External Email]

Good afternoon, Ronald,

As a co-filer of the Customer Due Dlligence proposal for inclusion in the proxy materials at the Amazon.com 2021 Annual Shareholder Meeting, I have authorized Mary Beth Gallagher, of Investor Advocates for Social Justice to communicate on my behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached here.

Peace and all good!

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Nora. M. Nash, OSF
Director, Corporate Social Responsibility
Sisters of St Francis of Philadelphia
609 S. Convent Road
Aston, PA 19014
610-558-7661

Website: www.osfphila.org

Become a fan on Facebook:

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Follow us on Twitter: <http://twitter.com/SrsofStFrancis> (<http://twitter.com/SrsofStFrancis>)

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

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- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities. Lawmakers have requested information on police partnerships. Civil rights

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² <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standardsevaluating-domestic>

³ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/> ⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

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⁸ <https://www.youtube.com/watch?v=RvVfJVj5z8s&t=5007s>

⁹ <https://www.bbc.com/news/technology-54809228>

From: Hincken, Linda <lhincken@amityop.org>
Sent: Wednesday, December 16, 2020 11:33 AM
To: zapolsky@amazon.com; jungiu@amazon.com; amazon-ir <amazon-ir@amazon.com>
Cc: Patricia A. Mahoney <mahoney@csjbrentwood.org>
Subject: amazon

I have attached the necessary papers to co file with the Sisters of St Joseph of Brentwood. The originals are in the mail.

Linda Hincken, CPA

Sisters of St Dominic
555 Albany Ave
Amityville, NY 11701

631-608-9342- office
631-842-1347- fax



SISTERS OF ST. DOMINIC
of AMITYVILLE, NEW YORK

OFFICE OF FINANCIAL SERVICES

Linda Hincken, CPA | 555 Albany Avenue, Amityville, NY 11701-1197
www.sistersofstdominic.org | mweberop@amityvilleop.org
631.842.6000 | Fax 631.842.1347

December 16, 2020

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

Sent via mail and email to: zapolsky@amazon.com; jungju@amazon.com; amazon-ir@amazon.com

Dear Mr. Zapolsky,

As socially responsible investors, the Amityville Dominicans looks for social and financial accountability when investing in corporations. We participate actively in responsible investing activities led by Investor Advocates for Social Justice (IASJ) and the Interfaith Center on Corporate Responsibility (ICCR). We are concerned about the human rights impacts of Amazon's technologies with surveillance capabilities and lack of adequate oversight mechanisms. ABHMS is co-filing the enclosed proposal on Customer Due Diligence.

The Amityville Dominicans, Inc is the beneficial owners of \$1,692,136 worth of Amazon.com Inc. shares. A letter of verification of ownership is enclosed. Amityville Dominicans, Inc has held stock continually for over one year and intend to retain the requisite number of shares through the date of the Annual Meeting.

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

The Sisters of St. Joseph of Brentwood is the primary filer of this resolution and is authorized to withdraw the resolution on our behalf. As a co-filer I respectfully request direct communication from the company and to be listed in the proxy. Please address all communication regarding this resolution to Linda Hincken, CFO.

We look forward to constructive dialogue with you and your colleagues about these concerns.

Sincerely,

Linda Hincken, CFO

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

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⁶ <https://gizmodo.com/a-new-buy-black-campaign-aims-to-avert-an-amazon-survei-1845740166>

⁷ <https://oversight.house.gov/sites/democrats.oversight.house.gov/files/2020-02-19.RK%20to%20Huseman-A%20re%20Ring%20%281%29.pdf>

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Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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Robert A. Russak
Complex Risk Officer
Assistant Vice President

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

direct 203 625 4853
fax 203 583 8752

rob.russak@morganstanley.com

Morgan Stanley

12/16/2020

Linda Hincken
555 Albany Ave
Amityville, NY 11701

Re: AMITYVILLE DOMINICAN SISTERS, INC

Dear To Whom It May Concern:

Please be advised that AMITYVILLE DOMINICAN SISTERS, INC (the "Client") currently maintains the following brokerage account (the "Account") at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in Amazon Com Inc (AMZN) of 100 shares as of the close of business on 12/15/2020:

<u>A/C Number</u>	<u>A/C Title</u>
***	AMITYVILLE DOMINICAN SISTERS, INC

The Client has held the position in Amazon Com Inc (AMZN) in the Account continuously since prior to 09/28/2016.

We are presenting the information contained herein pursuant to our Client's request. It is valid as of the date of issuance. Morgan Stanley does not warrant or guarantee that such identified securities, assets or monies will remain in the Client's account. The Client have the power to withdraw assets from this account at any time and no security interest or collateral rights are being granted to any party other than Morgan Stanley.

Thank you for your time and consideration in this matter.

Sincerely,



Robert Russak
Complex Risk Officer
Assistant Vice President

cc: AMITYVILLE DOMINICAN SISTERS, INC

December 23, 2020

VIA OVERNIGHT MAIL

Linda Hincken
Amityville Dominican Sisters, Inc.
555 Albany Avenue
Amityville, NY 11701

Dear Ms. Hincken:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 16, 2020, the shareholder proposal you submitted on behalf of Amityville Dominican Sisters, Inc. (the "Co-Filer") 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").

Your December 16, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the primary filer of the Proposal and is authorized to withdraw the Proposal on behalf of the Co-Filer. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

GIBSON DUNN

Linda Hincken
December 23, 2020
Page 2

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.

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.

Sincerely,



Ronald O. Mueller

Enclosure

From: Hincken, Linda <lhincken@amityop.org>
Sent: Thursday, January 7, 2021 9:31 AM
To: Mueller, Ronald O.; jungju@amazon.com; Mary Beth Gallagher
Subject: Amazon filing
Attachments: Amazon Customer Due Diligence 2021 FINAL Revised.pdf

[External Email]

As a co-filer of the Customer Due Diligence proposal for inclusion in the proxy materials at the Amazon.com 2021 Annual Shareholder Meeting, I have authorized Mary Beth Gallagher, of Investor Advocates for Social Justice to communicate on my behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached here."

Linda Hincken, CPA

Sisters of St Dominic
555 Albany Ave
Amityville, NY 11701

631-608-9342- office
631-842-1347- fax

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

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groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

- Despite content moderation, racist speech is rampant on Ring's Neighbors application, and users disproportionately labeled people of color as "suspicious."⁸
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- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁰ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹¹

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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From: Cathy Rowan <rowan@bestweb.net>
Sent: Wednesday, December 16, 2020 1:43 PM
To: zapolsky@amazon.com
Cc: Ju, Jung <jungju@amazon.com>
Subject: [EXTERNAL] Maryknoll Sisters co-fling

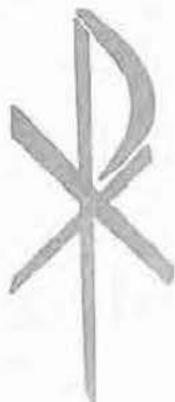
CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Attached please find a letter from the Maryknoll Sisters of St. Dominic, Inc., co-filing the shareholder proposal (also attached) with the Sisters of St. Joseph of Brentwood on customer due diligence. Earlier today I sent these documents to you by express mail, and you should receive them in Seattle tomorrow afternoon. The letter verifying ownership of the Maryknoll Sisters shares will be sent to you separately.

Thank you,

Catherine Rowan



—MARYKNOLL—SISTERS

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

December 16, 2020

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

Via Electronic Mail: <zapolsky@amazon.com>

Dear Mr. Zapolsky,

The Maryknoll Sisters of St. Dominic, Inc., are the beneficial owners of 100 shares in Amazon.com, Inc. These shares have been held continuously for over a year and the Sisters will maintain ownership at least until after the next annual meeting. A letter of verification of ownership will follow.

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

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

Sincerely,

Catherine Rowan
Corporate Social Responsibility Coordinator

Local address: 766 Brady Ave., Apt. 635, Bronx, NY 10462
Email: <rowan@bestweb.net>

enc

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¹⁴ <https://www.youtube.com/watch?v=RVVfjVj5z8s&t=5007s>

¹⁵ <https://www.bbc.com/news/technology-54809228>

From: Cathy Rowan <rowan@bestweb.net>

Sent: Friday, December 18, 2020 10:04 AM

To: zapolsky@amazon.com

Subject: Maryknoll Sisters letter verifying ownership of shares - Customer Due Diligence shareholder proposal

Attached please find a letter from Morgan Stanley Smith Barney LLC, which verifies that as of December 16, 2020 the Maryknoll Sisters of St. Dominic, Inc. have owned 100 shares of [Amazon.com](https://www.amazon.com), Inc. continuously for twelve months. The letter is intended to accompany the December 16, 2020 filing of a shareholder proposal by the Sisters, which is attached for reference. I emailed and express-mailed the filing to you yesterday.

Sincerely,

Catherine Rowan

Robert A. Russak
Complex Risk Officer
Assistant Vice President

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

direct 203 625 4853
fax 203 583 8752

rob.russak@morganstanley.com

Morgan Stanley

12/17/2020

Catherine Rowan
Corporate Responsibility Coordinator
Maryknoll Sisters
766 Brady Ave., Apt. 635
Bronx, NY 10462
Re: MARYKNOLL SISTERS OF ST DOMINIC INC.

To Whom It May Concern:

Please be advised that MARYKNOLL SISTERS OF ST DOMINIC INC. (the "Client") currently maintains the following brokerage account (the "Account") at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in Amazon Com Inc. (AMZN) of 100 shares as of the close of business on 12/16/2020:

<u>A/C Number</u>	<u>A/C Title</u>
***	MARYKNOLL SISTERS OF ST DOMINIC INC.

The Client has held the position in Amazon Com Inc. (AMZN) in the Account continuously since prior to 08/30/2017.

We are presenting the information contained herein pursuant to our Client's request. It is valid as of the date of issuance. Morgan Stanley does not warrant or guarantee that such identified securities, assets or monies will remain in the Client's account. The Client have the power to withdraw assets from this account at any time and no security interest or collateral rights are being granted to any party other than Morgan Stanley.

Thank you for your time and consideration in this matter.

Sincerely,



Robert Russak
Complex Risk Officer
Assistant Vice President

cc: MARYKNOLL SISTERS OF ST DOMINIC INC.

From: Cathy Rowan <rowan@bestweb.net>
Sent: Thursday, January 7, 2021 1:42 PM
To: Mueller, Ronald O. <RMueller@gibsondunn.com>
Cc: Mary Beth Gallagher <mbgallagher@iasj.org>; jungju@amazon.com
Subject: revised shareholder proposal on customer due diligence

[External Email]

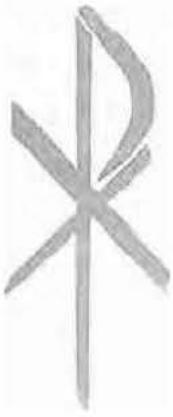
Dear Mr. Mueller,

As a co-filer of the Customer Due Diligence proposal for inclusion in the proxy materials at the [Amazon.com](https://www.amazon.com) 2021 Annual Shareholder Meeting, the Maryknoll Sisters have authorized Mary Beth Gallagher, of Investor Advocates for Social Justice to communicate on our behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached to this message.

Sincerely,

Catherine Rowan

Catherine Rowan
Corporate Responsibility Coordinator
Maryknoll Sisters
766 Brady Ave., Apt. 635
Bronx, NY 10462
phone 718-822-0820
fax 718-504-4787
rowan@bestweb.net



—MARYKNOLL—SISTERS—

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

January 7, 2021

Ronald O. Mueller
Gibson Dunn

Via email: RMueller@gibsondunn.com

Dear Mr. Mueller,

As a co-filer of the Customer Due Diligence proposal for inclusion in the proxy materials at the [Amazon.com](https://www.amazon.com) 2021 Annual Shareholder Meeting, the Maryknoll Sisters have authorized Mary Beth Gallagher of Investor Advocates for Social Justice to communicate on my behalf on matters related to the proposal. I am aware that on December 29, 2020 Ms. Gallagher sent you the revised proposal on behalf of the proponent and all co-filers. Please find that revised proposal again attached with this e-mail.

Sincerely,

Catherine Rowan
Corporate Responsibility Coordinator

cc: jungju@amazon.com
mbgallagher@iasj.org

enc

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

Whereas, Amazon’s surveillance and cloud products may exacerbate systemic inequities, compromise oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended “an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place.”¹

“Know Your Customer” due diligence mitigates clients’ risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether “the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations.”³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of “products or services that have surveillance capabilities,” including to consider if “the end-user will likely misuse the product or service to carry out human rights violations.”⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon’s ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon’s surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon’s guidelines:

- Amazon’s work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE’s human rights abuses.
- Ring’s 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities. Lawmakers have requested information on police partnerships. Civil rights

¹ <https://www.ohchr.org/EN/Issues/FreedomOpinion/Pages/SR2019ReporttoHRC.aspx>

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https://www.humanrights.dk/sites/humanrights.dk/files/media/document/Phase%204%20Impact%20prevention%20C%20mitigation%20and%20remediation_n.pdf

³ <https://www.eff.org/deeplinks/2018/07/should-your-company-help-ice-know-your-customer-standards-evaluating-domestic>

⁴ <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/due-diligence-guidance/>

⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

- Despite content moderation, racist speech is rampant on Ring's Neighbors application, and users disproportionately labeled people of color as "suspicious."⁸
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.⁹ In 2020, Amazon reported increased police requests for customer data.
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁰ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹¹

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

⁶ <https://thehill.com/policy/technology/471903-civil-rights-groups-press-for-congressional-investigation-into-amazons>

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¹⁰ <https://www.youtube.com/watch?v=RVVfjVj5z8s&t=5007s>

¹¹ <https://www.bbc.com/news/technology-54809228>

December 23, 2020

VIA OVERNIGHT MAIL

Catherine Rowan
Maryknoll Sisters of St. Dominic, Inc.
P.O. Box 311
Maryknoll, NY 10545

Dear Ms. Rowan:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 16, 2020, the shareholder proposal you submitted on behalf of the Maryknoll Sisters of St. Dominic, Inc. (the "Co-Filer") 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").

Your December 16, 2020 letter states that you are submitting the Proposal with the Sisters of St. Joseph of Brentwood and that Mary Beth Gallagher is the contact person for the Proposal. In addition, we understand that Ms. Gallagher is the duly authorized representative for the Sisters of Saint Joseph of Brentwood, the lead filer of the Proposal. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

In addition, the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(d) of the Exchange Act requires that any shareholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. In reaching this conclusion, we have counted dollar symbols as words and have counted acronyms and hyphenated terms as multiple words. To remedy this defect, the Co-Filer must revise the Proposal so that it does not exceed 500 words.

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.

GIBSON DUNN

Catherine Rowan
December 23, 2020
Page 2

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.

Sincerely,


Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice

Enclosure

Friends Fiduciary

ADDING VALUES TO STRONG PERFORMANCE

December 16, 2020

VIA FEDERAL EXPRESS

RECEIVED

DEC 17 2020

AMAZON.COM, INC
LEGAL DEPARTMENT

David A. Zapolsky
General Counsel & Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Re: Shareholder Proposal for 2020 Annual Meeting

Dear Mr. Zapolsky:

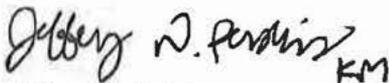
On behalf of Friends Fiduciary Corporation, I write to give notice that pursuant to the 2020 proxy statement of Amazon.com Inc. and Rule 14a-8 under the Securities Exchange Act of 1934, Friends Fiduciary Corporation intends to co-file the attached proposal with lead filer, Sisters of St. Joseph of Brentwood, at the 2021 annual meeting of shareholders.

Friends Fiduciary Corporation serves more than 400 Quaker meetings, churches, and organizations through its socially responsible investment services. We have over \$500 million in assets under management. Our investment philosophy is grounded in the beliefs of the Religious Society of Friends (Quakers), among them the testimonies of equality, peace, simplicity, integrity and justice. We are long term investors and take our responsibility as shareholders seriously. When we engage companies we own through shareholder resolutions we seek to witness to the values and beliefs of Quakers as well as to protect and enhance the long-term value of our investments. As investors, we believe that proper customer due diligence as to the civil and human rights impacts of the company's facial recognition technology would help mitigate potential financial, legal, regulatory, and reputational risks.

A representative of the filers will attend the shareholder meeting to move the resolution. We look forward to meaningful dialogue with your company on the issues raised in this proposal. The lead filer is authorized to withdraw this resolution on our behalf. Please copy correspondence to the lead filer contact person, Mary Beth Gallagher (mbgallagher@iasj.org); to the American Friends Service Committee's Director of Economic Activism, Dr. Dov Baum (dbaum@afsc.org); and to Friends Fiduciary's Shareholder Engagement Manager, Kate Monahan (kmonahan@friendsfiduciary.org).

Friends Fiduciary currently owns more than 2,100 shares of the voting common stock of the Company. We have held the required number of shares for over one year as of the filing date. As verification, we have enclosed a letter from US Bank, our portfolio custodian and holder of record, attesting to this fact. We intend to hold at least the minimum required number of shares through the date of the Annual Meeting.

Sincerely,



Jeffery W. Perkins
Executive Director

Enclosures

cc: Mary Beth Gallagher, Investor Advocates for Social Justice
Dr. Dov Baum, American Friends Service Committee

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

Whereas, Amazon's surveillance and cloud products may exacerbate systemic inequities, compromise public oversight, and contribute to mass surveillance. Amazon Web Services (AWS), the top cloud provider with 2019 revenue of \$35 billion, serves all U.S. intelligence agencies, and international governments.

In 2019, the UN Special Rapporteur on freedom of opinion and expression recommended "an immediate moratorium on the global sale and transfer of private surveillance technology until rigorous human rights safeguards are put in place."¹

"Know Your Customer" due diligence mitigates clients' risks and human rights impacts,² and informs decisions around which business to pursue or avoid. It can reveal whether "the technologies provided by the company will be used to facilitate governmental human or civil rights or civil liberties violations."³ In 2020, the Department of State offered due diligence guidance for companies on foreign sales of "products or services that have surveillance capabilities," including to consider if "the end-user will likely misuse the product or service to carry out human rights violations."⁴

Inadequate due diligence around surveillance and cloud products presents material privacy and data security risks. Negative perceptions about Amazon's ties to U.S. government surveillance may impact competitiveness with other governments.

Amazon's surveillance technologies perpetuate human rights impacts, including systemic racism, even if used according to Amazon's guidelines:

- Amazon's work with U.S. Immigration and Customs Enforcement (ICE) and Palantir drew employee and customer protests over ICE's human rights abuses.
- Ring's 1,600 police partnerships threaten civil rights and civil liberties, and may threaten sales.⁵ Police disproportionately seek surveillance footage from Black and brown communities.⁶ Lawmakers have requested information on police partnerships.⁷ Civil

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⁵ <https://gizmodo.com/dont-buy-anyone-a-ring-camera-1840070640>

⁶ <https://gizmodo.com/a-new-buy-black-campaign-aims-to-avert-an-amazon-survei-1845740166>

⁷ <https://oversight.house.gov/sites/democrats.oversight.house.gov/files/2020-02-19.RK%20to%20Huseman-A%20re%20Ring%20%281%29.pdf>

rights groups asked Congress to investigate Amazon's "surveillance empire."⁸ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁹

- Despite content moderation, racist speech is rampant on Ring's Neighbors application,¹⁰ and users disproportionately labeled people of color as "suspicious."¹¹
- After police murdered George Floyd, Amazon announced a yearlong moratorium on Rekognition sales to police. While it is unclear how this impacted existing customers, Amazon facilitated increased police surveillance: Ring established 280 new police partnerships following Floyd's killing.¹² In 2020, Amazon reported increased police requests for customer data.¹³
- Amazon lacks systems to effectively monitor customer use of its technologies. AWS's top executive said: "I don't think we know the total number of police departments that are using facial recognition technology."¹⁴ Jackson, Mississippi police used Ring footage for real-time surveillance without Amazon's involvement.¹⁵

Despite potential misuse and lack of effective oversight, Amazon continues releasing surveillance products (home drone, vein scanner) with civil liberties concerns.

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¹³ <https://www.documentcloud.org/documents/7010600-Amazon-Information-Request-Report-June-2020.html>

¹⁴ <https://www.youtube.com/watch?v=RvVfIVj5z8s&t=5007s>

¹⁵ <https://www.bbc.com/news/technology-54809228>



*Institutional Trust & Custody
50 South 16th St - Suite 2000
Philadelphia, PA 19102*

December 16, 2020

To whom it may concern:

This letter is to verify that **Friends Fiduciary Corporation** holds at least \$2,000.00 worth of **Amazon.com Inc.** stock. Further, **Friends Fiduciary Corporation** has continuously held at least \$2,000.00 worth of **Amazon.com Inc.** stock for the one year preceding December 16, 2020, and will continue to hold at least \$2,000.00 of **Amazon.com Inc.** stock through the time of the company's next annual meeting.

The securities are held by **US Bank NA** who serves as custodian for **Friends Fiduciary Corporation**. The shares are registered in our nominee name at **Depository Trust Company**.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sue E. Massey", followed by a horizontal line.

Sue E. Massey
Senior Account Associate
215-761-9341

December 23, 2020

VIA OVERNIGHT MAIL

Kate Monahan
Friends Fiduciary Corporation
1700 Market Street, Suite 1535
Philadelphia, PA 19103

Dear Ms. Monahan:

I am writing on behalf of Amazon.com, Inc. (the "Company"), which received on December 17, 2020, the shareholder proposal you submitted on behalf of Friends Fiduciary Corporation (the "Co-Filer") 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").

Your December 16, 2020 letter states that the Sisters of Saint Joseph of Brentwood is the lead filer of the Proposal and is authorized to withdraw the Proposal on behalf of the Co-Filer. Accordingly, we will treat the Sisters of Saint Joseph of Brentwood or its representative, Mary Beth Gallagher, as authorized to represent and act on behalf of the Co-Filer in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

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GIBSON DUNN

Kate Monahan
December 23, 2020
Page 2

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Ronald O. Mueller

cc: Mary Beth Gallagher, Investor Advocates for Social Justice
Dr. Dov Baum, American Friends Service Committee

Enclosure

From: Kate Monahan <kmonahan@friendsfiduciary.org>
Sent: Thursday, January 7, 2021 9:34 AM
To: Mueller, Ronald O.
Cc: jungju@amazon.com; Mary Beth Gallagher; Dov Baum
Subject: Revised Customer Due Diligence Proposal
Attachments: Amazon Customer Due Diligence 2021 FINAL Revised.pdf

[External Email]

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Best,
Kate

Kate Monahan
Shareholder Engagement Manager
FRIENDS FIDUCIARY CORPORATION
1700 Market Street, Suite 1535
Philadelphia, PA 19103
Phone: (215) 241-7272 ext. 106



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

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groups asked Congress to investigate Amazon's "surveillance empire."⁶ Senator Markey's 2019 Ring investigation found "no oversight/compliance mechanisms" protecting privacy.⁷

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¹¹ <https://www.bbc.com/news/technology-54809228>

EXHIBIT C

December 11, 2020

RECEIVED

DEC 14 2020

AMAZON.COM INC
LEGAL DEPARTMENT

David Zapolsky
Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

The Nathan Cummings Foundation is an endowed institution with approximately \$415 million of investments. As an institutional investor, the Foundation believes that the way in which a company approaches environmental, social and governance issues has important implications for long-term shareholder value.

It is with these considerations in mind that we submit this resolution for inclusion in Amazon.com, Inc.'s proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. The Nathan Cummings Foundation is the primary sponsor of this proposal.

The Nathan Cummings Foundation is the beneficial owner of over \$2,000 worth of shares of Amazon.com, Inc. stock. Verification of this ownership, provided by our custodian, Amalgamated Bank, is included herewith. We have continuously held over \$2,000 worth of these shares of Amazon.com, Inc. stock for more than one year and will continue to hold these shares through the shareholder meeting.

If you have any questions or concerns about the Foundation's submission of this resolution, please contact me at (917) 691-9015. Please note that the Foundation's offices are closed and we are not accepting mail until further notice. We ask that any written correspondence about this proposal be sent by email to laura.campos@nathancummings.org. If it is necessary to send hard copies of materials, please contact me for a mailing address.

Sincerely,



Laura Campos

Director, Corporate & Political Accountability

An average of nearly 205,000 hate crimes were perpetrated in America each year between 2013 and 2017 according to the Bureau of Justice Statistics, which defines hate crimes as "crimes that the victim perceived to be motivated by bias due to the victim's race, ethnicity, gender, disability, sexual orientation, or religion." (<https://www.bjs.gov/content/pub/pdf/hcs1317pp.pdf>) Hate crimes are on the rise (<https://on.wsj.com/3mbqsWx>) and it has been suggested that online hate speech, which Merriam-Webster defines as speech expressing hatred of a particular group of people, can weaken inhibitions against harmful acts. (<https://ti.me/2qtvdzh>)

Amazon's Offensive Products policies state that "Amazon does not allow products that promote, incite or glorify hatred, violence, racial, sexual or religious intolerance or promote organizations with such views." (<https://amzn.to/2WZTa0g>, accessed November 23, 2020) Unfortunately, this policy appears to be applied inconsistently. A 2018 report found racist, Islamophobic, homophobic and anti-Semitic items on Amazon's platforms. (<https://bit.ly/2NxgaRk>) While Amazon removed some products after the report's publication, as of December 2020, searches on Amazon.com showed that controversial products continue to be available. For instance, a search for "Kek," a satirical religion associated with the white nationalist movement, returned multiple results.

Amazon's Offensive Products policies do not apply to books, music, video and DVD. According to a recent report, with respect to these products, Amazon's algorithm for product searches proactively directs customers who search for white supremacist content to additional extremist content. (<https://bit.ly/332jgBy>) The sale of self-published books by extremist organizations on platforms like Amazon is a key source of funding for these groups. (<https://bit.ly/375lcvS>)

Facilitating hate speech and the sale of offensive products could expose Amazon to reputational damage and impair relationships with key stakeholders. Other companies have faced boycotts for failing to adequately address hate speech. After Facebook failed to meaningfully address hate speech on its site, more than 1,200 businesses and nonprofits paused advertising on Facebook in July 2020. (<https://www.stophateforprofit.org>)

Amazon could also face legislative risks. At least thirteen countries have adopted or proposed legislation modeled on a German law requiring the removal of online hate speech within 24 hours. (<https://bit.ly/3nPPWhg>)

Amazon's employees may feel uncomfortable aiding in the dissemination of hateful materials and employees belonging to targeted groups may feel let down by Amazon. According to research published in the *Harvard Business Review*, disengaged employees have 37% higher absenteeism, 49% more accidents, and 18% lower productivity. (<https://bit.ly/37wmmRV>)

Resolved:

Investors request that Amazon report on its efforts to address hate speech and the sale or promotion of offensive products throughout its businesses. The report should be produced at reasonable cost, exclude proprietary information and discuss Amazon's process for developing policies to address hate speech and offensive products, including the experts and stakeholders with whom Amazon consulted, and the enforcement mechanisms it has put in place, or intends to put in place, to ensure hate speech and offensive products are effectively addressed.



HOWARD N. HANDWERKER

First Vice President

OFFICE (626) 432-9907

CELL (626) 437-4819

howardhandwerker@amalgamatedbank.com

December 11, 2020

David Zapolsky

Corporate Secretary

Amazon.com, Inc.

410 Terry Avenue North

Seattle, Washington 98109

Dear Mr. Zapolsky,

This letter will verify that as of December 11, 2020 the Nathan Cummings Foundation held 359 shares of Amazon.com, Inc., common stock. It has continuously held more than \$2,000.00 worth of these shares for at least one year and intends to continue to hold at least \$2,000.00 worth of these shares at the time of your next annual meeting.

The Amalgamated Bank serves as custodian and record holder for the Nathan Cummings Foundation. The above-mentioned shares are registered in a nominee name of the Amalgamated Bank. The shares are held by the Bank through DTC Account #2352.

Sincerely,

A handwritten signature in black ink, appearing to read 'Howard N. Handwerker', written in a cursive style.

EXHIBIT D

From: John Mixon ***
Sent: Monday, December 14, 2020 1:38 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at

Sincerely,
John Mixon

John Mixon

December 14, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

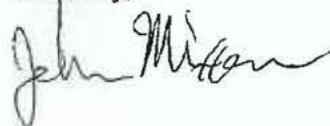
I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Morgan Stanley is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *** , with a copy to Victoria Liang at *** .

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

John Mixon

Dear Mr. Mixon:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 14, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 14, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020; or
- (2) if you have 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 your 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

John Mixon
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 14, 2020, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

GIBSON DUNN

John Mixon
December 24, 2020
Page 3

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.

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: Victoria Liang

From: John Mixon ***
Sent: Tuesday, December 29, 2020 8:23 PM
To: Twu, Victor <VTwu@gibsondunn.com>
Cc: *** ; Mueller, Ronald O. <RMueller@gibsondunn.com>
Subject: RE: Amazon.com, Inc. Deficiency Notice (Mixon)

[External Email]

Hello Victor and Ronald,

Please note that the email below was sent & received on Monday, December 28, 2020 while the attached PDF is back-dated to December 24, 2020. Per your attachment and SEC rules, response to your request is to be postmarked or transmitted electronically no later than 14 calendar days from the date the letter was received.

Thank you,
John

From: John Mixon ***
Date: December 31, 2020 at 1:34:44 PM PST
To: "Twu, Victor" <VTwu@gibsondunn.com>
Cc: *** , "Mueller, Ronald O." <RMueller@gibsondunn.com>
Subject: RE: Amazon.com, Inc. Deficiency Notice (Mixon)

[External Email]

Dear Mr. Mueller:

I am in receipt of your email received on 12/28/2020 that requested the following item:

- Verification of share ownership

Appended as a PDF is a letter from the custodian, Morgan Stanley, which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,
John RE Mixon

VIA ELECTRONIC DELIVERY TO: Ron Mueller <RMueller@gibsondunn.com>
Victor Twu <VTwu@gibsondunn.com>
David Zapolsky <davidz@amazon.com>
<CorporateSecretary@amazon.com>
Mark Hoffman <MarkHoff@amazon.com>
<amazon-ir@amazon.com>

December 31, 2020

Ronald O. Mueller
Gibson, Dunn & Crutcher, LLP
1050 Connecticut Ave NW
Washington, DC 20036

**Re: Deficiency Notice Response, Regarding Environmental Racism Proposal
Proponent: John Mixon**

Dear Mr. Mueller:

I am in receipt of your email received on 12/28/2020 that requested the following item:

- **Verification of share ownership**

Appended as a PDF is a letter from the custodian, Morgan Stanley, which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,

John R.E. Mixon

enc: Letter of Verification from Morgan Stanley

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
tel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 31, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: John Mixon

To Whom It May Concern:

Please be advised that John Mixon currently maintains the following brokerage account ***
at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in
AMAZON.COM INC (AMZN) of 7 shares as of close of business on 12/30/2020:

<u>Account Number</u>	<u>Account Title</u>
***	John Mixon

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously from 12/13/2019 to 12/30/2020.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: John Mixon

From: maren@marencosta.com <maren@marencosta.com>
Sent: Monday, December 14, 2020 4:54 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at ***

Sincerely,
Maren Costa

Maren Costa
12/14/2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker, Charles Schwab, is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address maren@marencosta.com, with a copy to Victoria Liang at ***

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

A handwritten signature in dark ink, appearing to read "Maren Costa", with a long horizontal flourish extending to the right.

WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

Maren Costa
maren@marencosta.com

Dear Ms. Costa:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 14, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 14, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020; or
- (2) if you have 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 your 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

Maren Costa
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 14, 2020. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 14, 2020, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

GIBSON DUNN

Maren Costa
December 24, 2020
Page 3

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.

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: Victoria Liang

December 17th, 2020

Amazon.com INC
ATTN: Mr. David A. Zapolsky
Secretary Amazon.com, INC
410 Terry Ave North
Seattle, WA 98109

RECEIVED

JAN 08 2021

AMAZON.COM, INC.
LEGAL DEPARTMENT

To Whom It May Concern:

Please be advised that Maren Costa currently maintains the following brokerage account *** 3 at Charles Schwab, managed by BergankDV, which contains a long position in AMAZON.COM INC (AMZN) of 608 shares as of the close of business on December 17th, 2020:

The client has held at least \$2,000 in AMAZON.COM INC (AMZN) shares continuously since April 15th of 2015.

We are presenting the information contained herein pursuant to our Client's request. It is valid as of the date of issuance. BergankDV does not warrant or guarantee that such identified securities, assets, or monies will remain in the Client's account. The client has the power to withdraw assets from this account at any time and no security interest or collateral rights are being granted to any party other than BergankDV.

Sincerely,



Angela Thomas, CFP®
Senior Wealth Advisor



From: Cody Rank ***
Sent: Wednesday, December 16, 2020 1:59 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at

Sincerely,
Cody Rank

Cody Rank

Dec 16, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

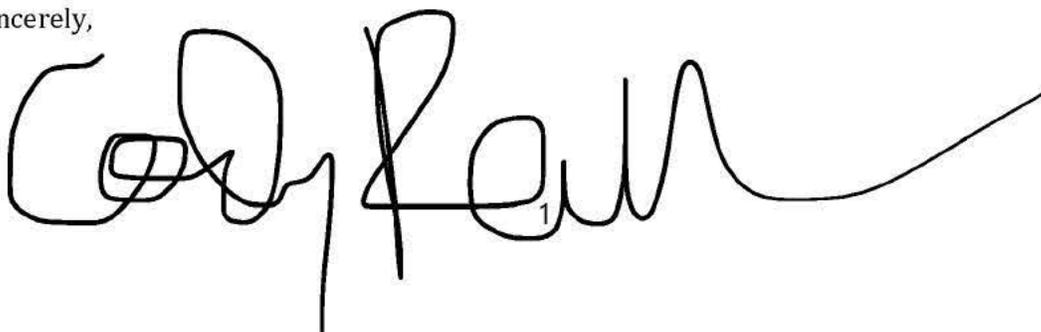
I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Merrill Edge is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *** with a copy to Victoria Liang at ***.

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

A handwritten signature in black ink, appearing to read "Cody Rank". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

Cody Rank

Dear Mr. Rank:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 16, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 16, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 16, 2020; or
- (2) if you have 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 your 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

Cody Rank
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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:

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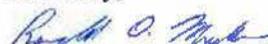
GIBSON DUNN

Cody Rank
December 24, 2020
Page 3

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.

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: Victoria Liang



Anthony Curtis
Vice President, Registered Team Manager
T: 888.372.6933
F: 866.214.9656
anthony.s.curtis@ml.com
4803 Deer Lake Drive W
FL9-802-03-05
Jacksonville, FL 32246

January 7, 2021

Mr. Cody Rank

RE: Merrill Edge Self Directed Investing Account Number *** }

Dear Mr. Cody Rank

Please accept this letter as confirmation of the following: on the date of December 16, 2020, the value of your position in AMAZON COM INC COM at Merrill was at least \$2000.00 and continually held for the one-year period preceding and including December 16, 2020.

This material is being provided to you upon your request and is for informational purposes only. The information contained herein has been obtained from sources or data that we believe to be reliable, but we do not offer any guarantees as to its accuracy or completeness. Market information is subject to change without notice and past performance is no guarantee of future results. Unless noted otherwise, neither the information nor any opinion expressed constitutes a solicitation for the purchase or sale of any security or other instrument. Merrill Lynch considers your account statement to be the official documentation of your transactions and account balance.

Please do not hesitate to contact a Merrill Associate at 1.877.653.4732. Associates are available to assist you 24 hours a day, seven days a week. Again, thank you for your continued trust, confidence and valued business.

Sincerely,

Anthony Curtis
Vice President, Registered Team Manager

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.

Banking products are provided by Bank of America, N.A., and affiliated banks, Members FDIC and wholly owned subsidiaries of BofA Corp.

Investment products offered through MLPF&S:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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From: Matt McKay ***
Date: December 15, 2020 at 9:53:27 PM PST
To: "Zapolsky, David" <davidz@amazon.com>, amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at ***

Sincerely,
Matthew McKay

Matthew McKay

December 15, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Morgan Stanley is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *******, with a copy to Victoria Liang at *******.

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

Matthew McKay

WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

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Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

Matthew McKay

Dear Mr. McKay:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 15, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 15, 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:

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Matthew McKay
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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:

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GIBSON DUNN

Matthew McKay
December 24, 2020
Page 3

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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: Victoria Liang

From: Matt McKay ***
Sent: Tuesday, December 29, 2020 10:56 PM
To: Twu, Victor <VTwu@gibsondunn.com>
Cc: *** ; Mueller, Ronald O. <RMueller@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (McKay)

[External Email]

Dear Victor,

I am in receipt of your letter dated 12/24/2020 that requested the following item:

- Verification of share ownership

Appended as a PDF is a letter from the custodian of my shares which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,
Matthew McKay

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
tel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 28, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Matthew McKay

To Whom It May Concern:

Please be advised that Matthew McKay currently maintains the following brokerage account ***
at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position
in AMAZON.COM INC (AMZN) of 52 shares as of close of business on 12/24/2020:

<u>Account Number</u>	<u>Account Title</u>
***	Matthew McKay

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously since November 15th, 2018.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Matthew McKay

From: Eliza Yu-An Pan ***
Sent: Wednesday, December 16, 2020 2:05 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at

Sincerely,
Eliza Pan

Eliza Pan

12/16/20

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

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I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *** , with a copy to Victoria Liang at *** .

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



Eliza Pan

WHEREAS:

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Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

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- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
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December 24, 2020

VIA OVERNIGHT MAIL

Eliza Pan

Dear Ms. Pan:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 16, 2020, the shareholder proposal you submitted 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”).

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Eliza Pan
December 24, 2020
Page 2

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GIBSON DUNN

Eliza Pan
December 24, 2020
Page 3

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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: Victoria Liang

From: Eliza Yu-An Pan ***
Sent: Tuesday, January 5, 2021 11:45 AM
To: Twu, Victor <VTwu@gibsondunn.com>
Cc: *** ; Mueller, Ronald O. <RMueller@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (Pan)

[External Email]

Hi Victor,

You should have received a written statement from Morgan Stanley confirming my stock ownership (copy attached). Please confirm receipt of this statement and that I have fulfilled all procedural requirements to file a shareholder resolution with Amazon.

Thank you,
Eliza

Wealth Management
1400 Page Mill Rd
Palo Alto, CA 94304
Tel: 650.493.3300
Fax: 650.430.0434

Morgan Stanley

December 31, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Eliza Pan

To Whom It May Concern:

Please be advised that Eliza Pan currently maintains the following brokerage account *** at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in AMAZON.COM INC (AMZN) of 23 shares as of close of business on 12/30/2020:

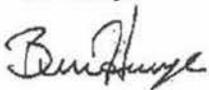
<u>Account Number</u>	<u>Account Title</u>
***	Eliza Pan

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously from 12/01/2019 to 12/30/2020.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Eliza Pan

From: Nari Benson ***
Sent: Tuesday, December 15, 2020 11:18 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at

*** .

Sincerely,
Nari Benson

Nari Benson

December 15, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker, Fidelity, is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address [REDACTED] *** [REDACTED], with a copy to Victoria Liang at [REDACTED] *** [REDACTED].

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA OVERNIGHT MAIL

Nari Benson

Dear Ms. Benson:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 15, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 15, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 15, 2020; or
- (2) if you have 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 your 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

Nari Benson
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 15, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 15, 2020. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 15, 2020, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

Nari Benson
December 24, 2020
Page 3

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.

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: Victoria Liang

From: Nari Benson ***
Date: December 30, 2020 at 6:14:33 PM PST
To: "Twu, Victor" <VTwu@gibsondunn.com>
Cc: *** , "Mueller, Ronald O." <RMueller@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (Benson)

[External Email]

Dear Victor,

I am in receipt of your letter dated 12/24/2020 that requested the following item:

Verification of share ownership

Appended as a PDF is a letter from the custodian of my shares which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,

Nari Benson

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
tel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 28, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Nari Benson

To Whom It May Concern:

Please be advised that Nari Benson currently maintains the following brokerage account ***
at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in
AMAZON.COM INC (AMZN) of 81 shares as of close of business on 12/28/2020:

<u>Account Number</u>	<u>Account Title</u>
***	Nari Benson

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously since December 28th, 2019.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Nari Benson

From: Nari Benson ***
Sent: Monday, January 4, 2021 5:26 PM
To: Twu, Victor <VTwu@gibsondunn.com>
Cc: *** ; Mueller, Ronald O. <RMueller@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (Benson)

[External Email]

Hi Victor,

I am in receipt of your letter dated 12/24/2020 that requested the following item:

Verification of share ownership

Appended as a PDF is a letter from the custodian of my shares which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,

Nari Benson

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
rel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 31, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Nari Benson

To Whom It May Concern:

Please be advised that Nari Benson currently maintains the following brokerage account ***
at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in
AMAZON.COM INC (AMZN) of 81 shares as of close of business on 12/30/2020:

<u>Account Number</u>	<u>Account Title</u>
***	Nari Benson

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously from 12/01/2019 to 12/30/2020.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Nari Benson

From: Emily Cunningham ***
Sent: Thursday, December 17, 2020 1:17 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at ***.

Sincerely,

Emily Cunningham

Emily Cunningham

December 17, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Morgan Stanley is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address [REDACTED], with a copy to Victoria Liang at [REDACTED].

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

Emily Cunningham

Dear Ms. Cunningham:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 17, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your 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 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 17, 2020; or
- (2) if you have 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 your 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

Emily Cunningham
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 17, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you 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 your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

GIBSON DUNN

Emily Cunningham
December 24, 2020
Page 3

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.

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: Victoria Liang

From: Chen, Jeff <Jeff.Chen@morganstanley.com>
Sent: Wednesday, December 30, 2020 9:15 AM
To: Zapolsky, David <davidz@amazon.com>
Cc: amazon-ir <amazon-ir@amazon.com>
Subject: Morgan Stanley - Shareholder Letter

To Whom It May Concern,
Attached is proof from Morgan Stanley on Emily Cunningham's ownership of Amazon stock.

Thanks

Jeffrey Chen
Morgan Stanley
Financial Advisor
2775 Sand Hill Road, Suite #120
Menlo Park, California 94025

CA Insurance License # 0K60766
NMLS License # 1463085

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To view Morgan Stanley's Client Relationship Summary and other important disclosures about our accounts and services, please visit www.morganstanley.com/disclosures/account-disclosures

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
tel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 30, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Emily Cunningham

To Whom It May Concern:

Please be advised that Emily Cunningham currently maintains the following brokerage account ***
at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in
AMAZON.COM INC (AMZN) of 5 shares as of close of business on 12/29/2020:

<u>Account Number</u>	<u>Account Title</u>
***	Emily Cunningham

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously since
December 29th, 2019.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Emily Cunningham

From: Chen, Jeff <Jeff.Chen@morganstanley.com>
Sent: Thursday, December 31, 2020 8:22 AM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Subject: FW: [EXTERNAL] Morgan Stanley - Shareholder Letter

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

To Whom It May Concern,
Attached is proof from Morgan Stanley on Emily Cunningham's ownership of Amazon stock.

Thanks

Jeffrey Chen
Morgan Stanley
Financial Advisor
2775 Sand Hill Road, Suite #120
Menlo Park, California 94025

CA Insurance License # OK60766
NMLS License # 1463085

If you would like to unsubscribe from marketing e-mails from Morgan Stanley Wealth Management, you may do so [here](#). Please note, you will still receive service e-mails from Morgan Stanley Wealth Management.

You may have certain rights regarding the information that Morgan Stanley collects about you. Please see our Privacy Pledge <https://www.morganstanley.com/privacy-pledge> for more information about your rights.

Wealth Management
411 Borel Avenue, Suite 220
San Mateo, CA 94402
tel 650 358 1800
fax 650 358 1859
toll free 800 666 3936

Morgan Stanley

December 28th, 2020

Amazon.com INC
ATTN: Mr. David A. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Emily Cunningham

To Whom It May Concern:

Please be advised that Emily Cunningham currently maintains the following brokerage account *** at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in AMAZON.COM INC (AMZN) of 5 shares as of the close of business on December 28th, 2020:

<u>A/C Number</u>	<u>A/C Title</u>
***	Emily Cunningham

The client has held at least \$2000 in AMAZON.COM INC (AMZN) shares continuously for the one-year period preceding and including December 17th, 2020.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Emily Cunningham

From: Emily Cunningham ***
Sent: Monday, January 11, 2021 11:59 AM
To: Twu, Victor <VTwu@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (Cunningham)

[External Email]

Hello. I just forwarded you corrected information regarding this issue. Can you please confirm you received it, and let me know if there are any issues?

Best,
Emily

From: Sarah Read ***
Sent: Wednesday, December 16, 2020 4:54 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at ***

Sincerely,

Sarah Read

John Mixon

December 14, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

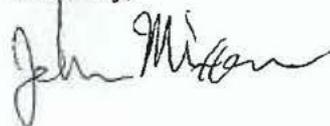
I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Morgan Stanley is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *******, with a copy to Victoria Liang at *******.

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
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San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

From: Sarah Reac ***
Sent: Wednesday, December 16, 2020 8:09 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: Re: Shareholder proposal for 2021 Annual Meeting

Dear Mr Zapolsky,

My apologies - I attached the wrong cover letter. Please find the appropriate cover letter attached along with the resolution.

Sincerely,
Sarah Read

Sarah Read

December 16, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am a former employee and current shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

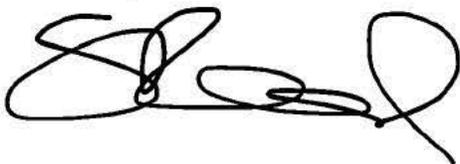
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I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *** , with a copy to Victoria Liang at ***

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

A handwritten signature in black ink, appearing to be 'Sarah Read', written in a cursive style.

WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
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- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

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This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA EMAIL

Sarah Read
hi.sarahread@gmail.com

Dear Ms. Read:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 16, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 16, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 16, 2020; or
- (2) if you have 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 your 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

Sarah Read
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 16, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 16, 2020. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 16, 2020, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

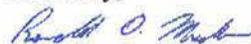
GIBSON DUNN

Sarah Read
December 24, 2020
Page 3

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.

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: Victoria Liang

From: Jen Matson ***
Sent: Thursday, December 17, 2020 1:54 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

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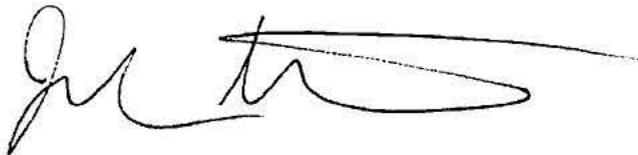
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December 24, 2020

VIA EMAIL

Jennifer Matson

Dear Ms. Matson:

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Jennifer Matson
December 24, 2020
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GIBSON DUNN

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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: Victoria Liang

From: Jen Matson ***
Sent: Monday, January 4, 2021 12:38 PM
To: Twu, Victor <VTwu@gibsondunn.com>
Cc: *** ; Mueller, Ronald O. <RMueller@gibsondunn.com>
Subject: Re: Amazon.com, Inc. Deficiency Notice (Matson)

[External Email]

Dear Mr. Twu:

I am in receipt of the letter from Ronald O. Mueller dated 12/24/2020 that requested the following item:

Verification of share ownership

Appended as a PDF is a letter from the custodian of my shares which verifies that the shares have been continuously held in the amount and for the period of time mandated by Rule 14a-8(b)(2).

This fulfills the requirements of Rule 14a-8 in their entirety. Please confirm that all procedural deficiencies noted in your letter have been remedied.

In addition, with this communication, I confirm Victoria Liang is authorized to represent me and act on my behalf in all matters relating to the Proposal, including any presentation or withdrawal of the Proposal.

Thank you. I look forward to a discussion with the Company of this critical and timely topic.

Sincerely,

Jennifer Matson

Wealth Management
1400 Page Mill Rd
Palo Alto, CA 94304
Tel: 650.493.5300
Fax: 650.430.0434

Morgan Stanley

December 30, 2020

Amazon.com, Inc.
ATTN: Mr. David Z. Zapolsky
Secretary Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Re: Jennifer Matson

To Whom It May Concern:

Please be advised that Jennifer Matson currently maintains the following brokerage account *** at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in AMAZON.COM INC (AMZN) of 29 shares as of close of business on 12/30/2020:

<u>Account Number</u>	<u>Account Title</u>
***	Jennifer Matson

The client has held at least \$2000.00 worth in AMAZON.COM INC (AMZN) shares continuously since December 29th, 2019.

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

Thank you for your time and consideration in this matter.

Sincerely,



Ben Hauge
Vice President, Business Service Manager

cc: Jennifer Matson

From: Jamie Kowalski ***
Sent: Thursday, December 17, 2020 4:53 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

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Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Victoria Liang at

Sincerely,
Jamie Kowalski

Jamie Kowalski

December 16, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am an employee and shareholder of Amazon.com, Inc. (the "Company"). I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting. The proposal requests a report describing the Company's efforts to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present, and future pollution from its delivery logistics and other operations.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Ally Invest is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address ^{***} , with a copy to Victoria Liang at ^{***}

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



WHEREAS:

“Environmental racism” occurs when pollution is disproportionately concentrated in communities of color. “Environmental justice” occurs when pollution is borne equitably across communities regardless of racial profile.

Amazon’s commitments, including the Climate Pledge (<https://sustainability.aboutamazon.com>) do not use an environmental justice framework. Amazon takes on reputational risk by not addressing its potentially racist impact amidst increased popular attention to environmental justice in 2020:

- Activists link environmental justice to the goals of the Black Lives Matter movement (<https://www.theguardian.com/environment/2020/jun/18/environmental-justice-means-racial-justice-say-activists>)
- Environmental racism has increased the impact of coronavirus on communities of color (<https://grist.org/justice/coronavirus-is-not-just-a-health-crisis-its-an-environmental-justice-crisis/>, <https://www.hsph.harvard.edu/news/hsph-in-the-news/air-pollution-linked-with-higher-covid-19-death-rates/>)

Amazon gains regulatory risk with governmental attention to environmental justice in 2020:

- President-elect Joe Biden’s climate plan calls for action against polluters with an environmental justice focus (<https://joebiden.com/climate-plan>)
- California Air Resources Board releases policy to require truck manufacturers to make electric vehicles (<https://blog.ucsusa.org/jimmy-odea/the-biggest-step-to-date-on-electric-trucks>)
- New Jersey signs landmark environmental justice bill into law (<https://thehill.com/changing-america/sustainability/environment/517135-new-jersey-signs-landmark-environmental-justice>)

Evidence suggests Amazon's logistics operations may have an environmentally racist impact by concentrating traffic of diesel trucks, whose pollution has been linked to health risks:

- Diesel exhaust is a human carcinogen. (https://www.iarc.fr/wp-content/uploads/2018/07/pr213_E.pdf)
- Nitrogen dioxide and microscopic particles permanently stunt lung development in children. (<https://www.citylab.com/environment/2019/04/air-pollution-data-health-effects-child-asthma-choked-book/587545/>)
- Heat causes nitrogen oxides to combine with volatile organic compounds to become ozone, causing breathing problems and premature death. (<https://www.lung.org/our-initiatives/healthy-air/outdoor/air-pollution/ozone.html>)
- Exposures to fine particulate pollution linked to lower math proficiency in school children (<https://www.mdpi.com/1660-4601/17/18/6931>)

San Bernardino, California is a major Amazon logistics hub, majority Hispanic, and has some of the worst air quality in the country. Children there have many adverse health symptoms linked to diesel emissions. (<https://www.lung.org/about-us/blog/2016/11/battling-for-breath.html>). An Amazon Air regional hub, opening in 2021, will draw even more planes and trucks, worsening the pollution in the community.

Many Amazon warehouses are located in communities of color, defined as zip codes with “majority minority” populations. (<https://amazonemployees4climatejustice.medium.com/environmental-justice-and-amazons-carbon-footprint-9e10fab21138>)

This data reveals that many communities of color throughout the United States are heavily impacted by Amazon’s pollution. When considering freight routes, including rail and air transportation, Amazon has an even larger impact on communities of color.

Amazon could face regulatory, operational, and reputational risk from the possible disproportionate impact of its pollution on communities of color.

Resolved:

Shareholders request that Amazon prepare a public report, describing its efforts, above and beyond legal and regulatory compliance, to identify and reduce disproportionate environmental and health harms to communities of color, associated with past, present and future pollution from its delivery logistics and other operations. The report should be prepared at reasonable expense and may exclude confidential information.

December 24, 2020

VIA OVERNIGHT MAIL

Jamie Kowalski

Dear Mr. Kowalski:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 17, 2020, the shareholder proposal you submitted 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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. To remedy this defect, you must submit sufficient proof of your 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 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 17, 2020; or
- (2) if you have 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 your 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

Jamie Kowalski
December 24, 2020
Page 2

ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 17, 2020.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you 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 your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

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Jamie Kowalski
December 24, 2020
Page 3

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.

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: Victoria Liang

From: Jamie Kowalski ***
Date: December 24, 2020 at 3:51:46 PM PST
To: "Zapolsky, David" <davidz@amazon.com>, amazon-ir <amazon-ir@amazon.com>
Cc: ***
Subject: RE: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter from my broker, Ally Invest, confirming that I have continuously held more than \$2,000 worth of [Amazon.com](https://www.amazon.com), Inc. stock for over a year as of my filing date. As stated in my prior correspondence, I intend to hold these shares through the date of the 2021 Amazon annual general meeting, which I plan to attend.

Sincerely,
Jamie Kowalski



December 24, 2020

Ally Invest Securities

PO Box 30248
Charlotte, NC 28230

T +1 855 880 2559
F +1 866 699 0563

Jamie Kowalski

Re: AMAZON.COM INC shares

Dear Jamie,

Thank you for choosing Ally Invest as your online brokerage firm.

Please be advised, that you currently maintain an individual brokerage account at Ally Invest ending in ***. You transferred 56 shares of AMAZON.COM (AMZN) from Morgan Stanley on 06/25/2018. As of December 24, 2020, your account has continuously maintained 2 shares from the original 56 shares that were transferred in. The value of this position has not fallen below \$2,000 during the past year.

We are presenting this notice to you per your request. Ally Invest cannot guarantee that the listed securities will remain in the account as you do have the right to remove the assets from the account at any time. You are welcome to use this letter as a method to verify your Amazon position with a third party.

If you have questions, we're available 24/7 to help. Email us at support@invest.ally.com, call us at 1-855-880-2559, or log in to chat.

Best regards,

Hillary Sodervick | Operations Associate | **ALLY INVEST**
support@invest.ally.com | O: 855.880.2559
128 S. Tryon Street Charlotte, NC 28202

EXHIBIT E

From: Hana Thier ***
Sent: Wednesday, December 16, 2020 6:00 PM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Subject: [EXTERNAL] Shareholder proposal for 2021 Annual Meeting

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you can confirm the sender and know the content is safe.

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message.

Sincerely,
Hana Thier

Sent via [Superhuman](#)

Hana Thier

December 16, 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am an Amazon.com, Inc. (the "Company") employee and shareholder. I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Wells Fargo has given me a letter confirming my ownership, which is attached to this email. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

A handwritten signature in black ink that reads "Hana Thier". The signature is written in a cursive, flowing style.

Whereas: Institutionalized sexism, compounded by racism, has become an undeniable, visible, widespread, and multifaceted problem in the tech industry:

- The topic of sexism in the tech industry has been covered by major media outlets:
 - (<https://www.washingtonpost.com/outlook/2019/02/19/women-built-tech-industry-t hen-they-were-pushed-out/>)
 - (<https://www.fastcompany.com/40477163/the-industry-is-fundamentally-broken-w omen-on-sexism-in-silicon-valley>)
 - (<https://www.theguardian.com/world/2018/mar/17/sexual-harassment-silicon-valle y-emily-chang-brotopia-interview>)
 - (<https://www.newyorker.com/magazine/2017/11/20/the-tech-industrys-gender-dis crimination-problem>)
- At Google, tens of thousands of workers walked off the job to protest the mishandling of sexual harassment.
(<https://www.nytimes.com/2018/11/01/technology/google-walkout-sexual-harassment.ht ml>)
- The media has reported on male employees at Microsoft and Google, openly questioning the innate capacity of women to be tech workers.
(<https://www.nbcnews.com/business/business-news/google-employee-s-anti-diversity-m anifesto-women-s-neuroticism-goes-n790401>)
(<https://arstechnica.com/tech-policy/2019/04/now-its-microsofts-turn-for-an-anti-diversity- internal-revolt>)
- The presence of multiple high-profile lawsuits at peer companies regarding gender discrimination or gender and race discrimination are an indication of the severity of this problem. Cases include Pao v Byers, Massouris v Microsoft, Huang v. Twitter, Hong v Facebook, Blackwell and Boyd v Salesforce, Vandermeijden v. Tesla and the Oracle case which was brought by the federal government.
- Prominent social theorists assert that race and gender combine to create unique forms of discrimination. (https://en.m.wikipedia.org/wiki/Kimberl%C3%A9_Williams_Crenshaw)

Whereas: Numerous experts have noted that institutionalized sexism, compounded by racism, hurts corporate performance:

- A study of employees who left companies for reasons related to equity revealed significant costs
(<https://www.smash.org/wp-content/uploads/2015/05/corporate-leavers-survey.pdf>)
- A McKinsey study revealed a correlation between more diverse leadership and superior financial performance
(<https://www.mckinsey.com/business-functions/organization/our-insights/why-diversity-m atters>)
- Experts have shown that women are leaving the tech industry because of lack of career advancement opportunities
(<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>)
(<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>)
(<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-ad dress-it-6dfb606929fd>)

- Other analysts have shown that race combines with gender to create even greater barriers to advancement for women of color
(<https://medium.com/awaken-blog/intersectionality-101-why-were-focusing-on-women-doesn-t-work-for-diversity-inclusion-8f591d196789>)
(<https://www.vox.com/2017/10/3/16401054/gender-race-executive-professional-roles-promotion-hiring-people-color-women>)

Whereas: Gender balance among Amazon's upper ranks is a challenge

- Amazon's overall workforce is 57.3% men and 42.7% women
(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)
- Amazon's managers are 72.5% men and 27.5% women
(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)
- Amazon's top 26 executives - the S-Team, and Jeff Bezos - are 84.6% men and 15.4% women
(<https://www.cnn.com/2020/08/25/tech/amazon-first-black-executive-senior-leadership-team-bezos/index.html>)

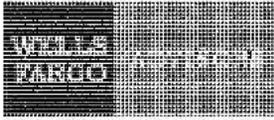
Whereas: Researchers have noted that analyzing who a company promotes is an effective way of revealing bias against women and underrepresented minorities.

(<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>)
(<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>)
(<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-address-it-6dfb606929fd>)

Whereas: Shareholders need data to determine the level of risk due to the possibility of institutionalized sexism and racism at Amazon;

Resolved:

Shareholders request that Amazon prepare a public report, as soon as practicable, disclosing promotion velocity rates at Amazon. Promotion velocity is defined as the time it takes from the date of hire to promotion, or between one promotion and the next. The report should provide promotion velocity rates by title and level for different gender and racial identities. It should be prepared at reasonable expense and may exclude confidential information.



Wealth Brokerage Services
999 3rd Avenue, Suite 4000
Seattle, WA 98104-4009
Toll Free: 800-456-4503

December 16, 2020

Amazon.com Inc.
Attn: Mr. David A Zapolsky
Secretary Amazon.com Inc.
410 Terry Ave North
Seattle, WA 98109

RE: Hana Thier AMZN stock ownership

To Whom It May Concern:

This is to inform you that Hana Thier currently maintains a brokerage account with Wells Fargo Advisors which holds long 114 shares of Amazon.com Inc. (AMZN) as of the close of business on December 16, 2020. Ms. Thier has held at least \$2,000 worth of AMZN stock since 12/13/2018 and there has been no sell of shares since that time.

We are presenting the information contained herein pursuant to our client's request. It is valid as of the date of issuance. Wells Fargo Advisors does not warrant or guarantee that such identified securities, assets, or monies will remain in the client's account as the client has authority to withdraw assets from this account at any time.

Regards,

Karen Owens
Field Support Governance Specialist

Investment and Insurance Products:

• Not FDIC Insured • NO Bank Guarantee • May Lose Value

Wells Fargo Advisors is a trade name used by Wells Fargo Clearing Services, LLC, Member FINRA/SIPC, a registered broker-dealer and non-bank affiliate of Wells Fargo & Company. Insurance products are offered through our affiliated non-bank insurance agencies.



From: Jacob Adamson ***
Sent: Thursday, December 17, 2020 10:41 AM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Cc: Hana Thier ***
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Hana Thier at

Sincerely,

Jacob Adamson

Jacob Adamson

12/17/20

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am an Amazon.com, Inc. (the "Company") employee and shareholder. I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Morgan Stanley is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

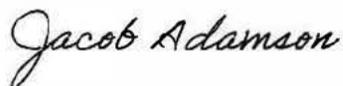
I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address [REDACTED], with a copy to Hana Thier at [REDACTED].

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,

Jacob Adamson



Whereas: Institutionalized sexism, compounded by racism, has become an undeniable, visible, widespread, and multifaceted problem in the tech industry:

- The topic of sexism in the tech industry has been covered by major media outlets:
 - (<https://www.washingtonpost.com/outlook/2019/02/19/women-built-tech-industry-then-they-were-pushed-out/>)
 - (<https://www.fastcompany.com/40477163/the-industry-is-fundamentally-broken-women-on-sexism-in-silicon-valley>)
 - (<https://www.theguardian.com/world/2018/mar/17/sexual-harassment-silicon-valley-emily-chang-brotopia-interview>)
 - (<https://www.newyorker.com/magazine/2017/11/20/the-tech-industrys-gender-discrimination-problem>)
- At Google, tens of thousands of workers walked off the job to protest the mishandling of sexual harassment. (<https://www.nytimes.com/2018/11/01/technology/google-walkout-sexual-harassment.html>)
- The media has reported on male employees at Microsoft and Google, openly questioning the innate capacity of women to be tech workers. (<https://www.nbcnews.com/business/business-news/google-employee-s-anti-diversity-manifesto-women-s-neuroticism-goes-n790401>) (<https://arstechnica.com/tech-policy/2019/04/now-its-microsofts-turn-for-an-anti-diversity-internal-revolt>)
- The presence of multiple high-profile lawsuits at peer companies regarding gender discrimination or gender and race discrimination are an indication of the severity of this problem. Cases include Pao v Byers, Massouris v Microsoft, Huang v. Twitter, Hong v Facebook, Blackwell and Boyd v Salesforce, Vandermeiden v. Tesla and the Oracle case which was brought by the federal government.
- Prominent social theorists assert that race and gender combine to create unique forms of discrimination. (https://en.m.wikipedia.org/wiki/Kimberl%C3%A9_Williams_Crenshaw)

Whereas: Numerous experts have noted that institutionalized sexism, compounded by racism, hurts corporate performance:

- A study of employees who left companies for reasons related to equity revealed significant costs (<https://www.smash.org/wp-content/uploads/2015/05/corporate-leavers-survey.pdf>)
- A McKinsey study revealed a correlation between more diverse leadership and superior financial performance (<https://www.mckinsey.com/business-functions/organization/our-insights/why-diversity-matters>)
- Experts have shown that women are leaving the tech industry because of lack of career advancement opportunities (<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>) (<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>) (<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-address-it-6dfb606929fd>)
- Other analysts have shown that race combines with gender to create even greater barriers to advancement for women of color (<https://medium.com/awaken-blog/intersectionality-101-why-were-focusing-on-women-doesn-t-work-for-diversity-inclusion-8f591d196789>) (<https://www.vox.com/2017/10/3/16401054/gender-race-executive-professional-roles-promotion-hiring-people-color-women>)

Whereas: Gender balance among Amazon's upper ranks is a challenge

- Amazon's overall workforce is 57.3% men and 42.7% women

(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)

- Amazon's managers are 72.5% men and 27.5% women
(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)
- Amazon's top 26 executives - the S-Team, and Jeff Bezos - are 84.6% men and 15.4% women
(<https://www.cnn.com/2020/08/25/tech/amazon-first-black-executive-senior-leadership-team-bezos/index.html>)

Whereas: Researchers have noted that analyzing who a company promotes is an effective way of revealing bias against women and underrepresented minorities.

(<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>)

(<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>)

(<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-address-it-6dfb606929fd>)

Whereas: Shareholders need data to determine the level of risk due to the possibility of institutionalized sexism and racism at Amazon;

Resolved:

Shareholders request that Amazon prepare a public report, as soon as practicable, disclosing promotion velocity rates at Amazon. Promotion velocity is defined as the time it takes from the date of hire to promotion, or between one promotion and the next. The report should provide promotion velocity rates by title and level for different gender and racial identities. It should be prepared at reasonable expense and may exclude confidential information.

From: Stephen McMurtry <stephen.mcmurtry@outlook.com>
Sent: Thursday, December 17, 2020 11:06 AM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Hana Thier at

Sincerely,
Stephen McMurtry

Stephen McMurtry

17 December 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am an Amazon.com, Inc. (the "Company") employee and shareholder. I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting.

I own more than \$2000 worth of the Company's common stock and have held those shares continuously for longer than one year. My broker Fidelity is sending under separate cover a letter confirming my ownership. I intend to hold my shares through the date of the 2021 annual meeting, which I plan to attend.

I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address ***, with a
copy to Hana Thier at ***.

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,



From: Piper Horscroft <piper@nefar.io>
Sent: Thursday, December 17, 2020 11:24 AM
To: Zapolsky, David <davidz@amazon.com>; amazon-ir <amazon-ir@amazon.com>
Subject: Shareholder proposal for 2021 Annual Meeting

Dear Mr. Zapolsky,

Please see the attached letter and shareholder resolution.

Please confirm receipt of the attachments by replying to this message, with a copy to Hana Thier at

Sincerely,
Piper Horscroft

David "Piper" Horscroft

17 December 2020

David A. Zapolsky
Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

Dear Mr. Zapolsky,

I am an Amazon.com, Inc. (the "Company") shareholder. I write to submit the enclosed shareholder proposal for consideration and vote of shareholders at the Company's next annual meeting. I submit it to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the proxy materials the Company plans to circulate to shareholders for the 2021 annual meeting.

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I am co-filing this resolution with other shareholders, who will co-file under separate cover. We would welcome the opportunity to discuss the proposal with you as a group.

Please direct all correspondence to my email address *******, with a copy to Hana Thier at *******.

Please confirm receipt of the proposal and proof of my ownership.

Sincerely,
David "Piper" Horscroft

A handwritten signature in black ink, appearing to read "DPH", with a large, sweeping flourish underneath.

Whereas: Institutionalized sexism, compounded by racism, has become an undeniable, visible, widespread, and multifaceted problem in the tech industry:

- The topic of sexism in the tech industry has been covered by major media outlets:
 - (<https://www.washingtonpost.com/outlook/2019/02/19/women-built-tech-industry-t hen-they-were-pushed-out/>)
 - (<https://www.fastcompany.com/40477163/the-industry-is-fundamentally-broken-w omen-on-sexism-in-silicon-valley>)
 - (<https://www.theguardian.com/world/2018/mar/17/sexual-harassment-silicon-valle y-emily-chang-brotopia-interview>)
 - (<https://www.newyorker.com/magazine/2017/11/20/the-tech-industrys-gender-dis crimination-problem>)
- At Google, tens of thousands of workers walked off the job to protest the mishandling of sexual harassment.
(<https://www.nytimes.com/2018/11/01/technology/google-walkout-sexual-harassment.ht ml>)
- The media has reported on male employees at Microsoft and Google, openly questioning the innate capacity of women to be tech workers.
(<https://www.nbcnews.com/business/business-news/google-employee-s-anti-diversity-m anifesto-women-s-neuroticism-goes-n790401>)
(<https://arstechnica.com/tech-policy/2019/04/now-its-microsofts-turn-for-an-anti-diversity- internal-revolt>)
- The presence of multiple high-profile lawsuits at peer companies regarding gender discrimination or gender and race discrimination are an indication of the severity of this problem. Cases include Pao v Byers, Massouris v Microsoft, Huang v. Twitter, Hong v Facebook, Blackwell and Boyd v Salesforce, Vandermeiden v. Tesla and the Oracle case which was brought by the federal government.
- Prominent social theorists assert that race and gender combine to create unique forms of discrimination. (https://en.m.wikipedia.org/wiki/Kimberl%C3%A9_Williams_Crenshaw)

Whereas: Numerous experts have noted that institutionalized sexism, compounded by racism, hurts corporate performance:

- A study of employees who left companies for reasons related to equity revealed significant costs
(<https://www.smash.org/wp-content/uploads/2015/05/corporate-leavers-survey.pdf>)
- A McKinsey study revealed a correlation between more diverse leadership and superior financial performance
(<https://www.mckinsey.com/business-functions/organization/our-insights/why-diversity-m atters>)
- Experts have shown that women are leaving the tech industry because of lack of career advancement opportunities
(<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>)
(<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>)
(<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-ad dress-it-6dfb606929fd>)

- Other analysts have shown that race combines with gender to create even greater barriers to advancement for women of color
(<https://medium.com/awaken-blog/intersectionality-101-why-were-focusing-on-women-doesn-t-work-for-diversity-inclusion-8f591d196789>)
(<https://www.vox.com/2017/10/3/16401054/gender-race-executive-professional-roles-promotion-hiring-people-color-women>)

Whereas: Gender balance among Amazon's upper ranks is a challenge

- Amazon's overall workforce is 57.3% men and 42.7% women
(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)
- Amazon's managers are 72.5% men and 27.5% women
(<https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/our-workforce-data>)
- Amazon's top 26 executives - the S-Team, and Jeff Bezos - are 84.6% men and 15.4% women
(<https://www.cnn.com/2020/08/25/tech/amazon-first-black-executive-senior-leadership-team-bezos/index.html>)

Whereas: Researchers have noted that analyzing who a company promotes is an effective way of revealing bias against women and underrepresented minorities.

(<https://hbr.org/2019/10/why-techs-approach-to-fixing-its-gender-inequality-isnt-working>)
(<https://www.fastcompany.com/90274067/this-is-why-women-leave-jobs-in-tech>)
(<https://medium.com/tech-diversity-files/the-real-reason-women-quit-tech-and-how-to-address-it-6dfb606929fd>)

Whereas: Shareholders need data to determine the level of risk due to the possibility of institutionalized sexism and racism at Amazon;

Resolved:

Shareholders request that Amazon prepare a public report, as soon as practicable, disclosing promotion velocity rates at Amazon. Promotion velocity is defined as the time it takes from the date of hire to promotion, or between one promotion and the next. The report should provide promotion velocity rates by title and level for different gender and racial identities. It should be prepared at reasonable expense and may exclude confidential information.