



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 19, 2024

Jenna Cooper  
Latham & Watkins LLP

Re: Rivian Automotive, Inc. (the "Company")  
Incoming letter dated March 18, 2024

Dear Jenna Cooper:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by LongView Broad Market 3000 Index Fund (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its February 9, 2024 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Meredith Benton  
Whistle Stop Capital

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February 9, 2024

**VIA ONLINE SUBMISSION FORM**

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Rivian Automotive, Inc. Shareholder Proposal Submitted by LongView  
Broad Market 3000 Index Fund**

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, on behalf of Rivian Automotive, Inc., a Delaware corporation (the “*Company*”). The Company has received a shareholder proposal (the “*Proposal*”) and related supporting statement from As You Sow (the “*Representative*”) as an authorized representative on behalf of LongView Broad Market 3000 Index Fund (the “*Proponent*”) for inclusion in the Company’s proxy statement (the “*Proxy Materials*”) for the Company’s 2024 Annual Meeting of Stockholders (the “*Annual Meeting*”). A copy of the Proposal and related supporting statement, together with other relevant correspondence relating to the Proposal, is attached hereto as Exhibit A.

On behalf of the Company, we hereby advise the staff of the Division of Corporation Finance (the “*Staff*”) that the Company intends to exclude the Proposal from its Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “*Commission*”) if the Company excludes the Proposal pursuant to Rule 14a-8(i)(10), on the basis that the Proposal has been substantially implemented.

By copy of this letter, we are advising the Proponent of the Company’s intention to exclude the Proposal as described above. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D, on behalf of the Company, we are electronically submitting to the Commission (i) this letter, which sets forth its reasons for excluding the Proposal and (ii) a copy of the Proposal and related supporting statement, together with other correspondence with the Representative related to the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter on the Company’s behalf not less than 80 days before the Company intends to file its Proxy Materials and are sending a copy of this letter concurrently to the Representative and the Proponent.

## I. The Proposal.

On December 28, 2023, the Company received a letter from the Representative, submitting the Proposal on behalf of the Proponent for inclusion in the 2024 Proxy Materials. The Proposal states:

**“RESOLVED:** Shareholders request the Board of Directors adopt a Human Rights Policy which states the company’s commitment to respect human rights as outlined in the United Nations Guiding Principles (“Guiding Principles”) and the International Labour Organization Declaration on Fundamental Principles (“Fundamental Principles”) within its direct operations, and describing steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to its business.”

## II. The Proposal Has Been Substantially Implemented by the Company in Accordance with Rule 14a-8(i)(10).

The Company requests that the Staff concur in its view that the Company may exclude the Proposal from the Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal. The “essential objective” of the Proposal is that the Company adopt a human rights policy that reflects the Company’s commitment to the Guiding Principles and the Fundamental Principles and describes steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to its business. As demonstrated in the chart below, the Company has adopted such a policy. As a result, were the Proposal to be voted upon by shareholders at the Annual Meeting and pass, there is nothing further that the Company would do to implement the Proposal.

### A. Background of Rule 14a-8(i)(10).

Rule 14a-8(i)(10) provides that a company may exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. In explaining the scope of a predecessor to Rule 14a-8(i)(10), the Commission stated that the exclusion is “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *See* Exchange Act Release No. 12598 (July 7, 1976) (discussing the rationale for adopting the predecessor to Rule 14a-8(i)(10), which provided as a substantive basis for omitting a shareholder proposal that “the proposal has been rendered moot by the actions of the management”).

At one time, the Staff interpreted the predecessor rule narrowly, considering a proposal to be excludable under this provision only if it had been “fully effected” by the company. *See* Exchange Act Release No. 19135 at § II.B.5. (Oct. 14, 1982). By 1982, however, the Commission recognized that the Staff’s narrow interpretation of the predecessor rule “may not serve the interests of the issuer’s security holders at large and may lead to an abuse of the security holder proposal process,” in particular by enabling proponents to argue “successfully on numerous occasions that a proposal may not be excluded as moot in cases where the company has taken most but not all of the actions requested by the proposal.” *Id.* Accordingly, the Commission proposed in 1982, and adopted in 1983, a revised interpretation of the rule to permit the omission of proposals that had been “substantially implemented.” *See* Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the “**1983 Release**”) (indicating that the Staff’s “previous formalistic application of” the predecessor rule “defeated its purpose” because the interpretation allowed proponents to obtain a shareholder vote on an existing company policy by changing only a few words of the policy). The Commission later codified this revised interpretation in Exchange Act Release No. 40018 at n.30 (May 21, 1998). Accordingly, the actions requested by a proposal need not be “fully effected” by the company to be excluded; rather, to be excluded, they need only to have been “substantially implemented” by the company. *See* the 1983 Release; *see, e.g., Best Buy Co., Inc.* (avail. Apr. 22, 2022);

*Starbucks Corp.* (avail. Jan. 19, 2022); *General Mills, Inc.* (avail. Aug. 6, 2021); *Salesforce.com, inc.* (avail. Apr. 20, 2021); *Alphabet Inc.* (avail. Apr. 16, 2021); *Comcast Corp.* (avail. Apr. 9, 2021).

Applying this standard, the Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices, and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (avail. Mar. 28, 1991). When a company can demonstrate that it already has taken actions to address the underlying concerns and essential objective of a shareholder proposal, the Staff has consistently concurred that the proposal has been “substantially implemented” and may be excluded. *See, e.g., IDACORP, Inc.* (avail. Apr. 1, 2022); *Starbucks Corp.* (avail. Jan. 19, 2022); *Devon Energy Corp.* (avail. Apr. 1, 2020); *The Brink’s Co.* (avail. Feb. 5, 2015); *Visa, Inc.* (avail. Nov. 14, 2014); *Exxon Mobil Corp.* (avail. Mar. 23, 2009). Under this framework, a proposal may be excluded under Rule 14a-8(i)(10) even if the company (i) did not take the exact action requested by the proponent, (ii) did not implement the proposal in every detail, or (iii) exercised discretion in determining how to implement the proposal. *See, e.g., Salesforce.com, Inc.* (avail. Apr. 20, 2021); *Apple Inc.* (avail. Oct. 16, 2020); *PPG Industries Inc.* (avail. Jan. 16, 2020); *Bank of New York Mellon Corp.* (avail. Feb. 15, 2019); *Exelon Corp.* (avail. Feb. 26, 2010); *Exxon Mobil Corp. (Burt)* (avail. Mar. 23, 2009); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. Jul. 3, 2006).

In 2022, the Commission proposed amendments to Rule 14a-8 that included, among other things, an amendment to Rule 14a-8(i)(10) to provide that proposals would be excludable if a company has already implemented the “essential elements” of the proposal. *See* Exchange Act Release No. 95267 (July 13, 2022). While the proposed amendment has not been adopted by the Commission, and therefore it is not applicable to the Staff’s review of this request, it is notable that the Commission confirmed that, even under the proposed standard, the analysis should be informed by the proponent’s “primary objectives” and the proposal “need not be rendered entirely moot, or be fully implemented in exactly the way a proponent desires, in order to be excluded.” *Id.*, at § II.A.2.

#### **B. The Company’s Human Rights Policy Substantially Implements the Proposal.**

The Representative submitted the Proposal on behalf of the Proponent on December 28, 2023. On January 7, 2024, the Company’s ESG Steering Committee, which is co-chaired by the Company’s Chief Sustainability Officer, the Chief Financial Officer and the Chief Legal Officer, approved the Rivian Human Rights Policy (the “*Policy*”). On February 8, 2024, the Planet and Policy Committee of the Company’s Board of Directors, which, pursuant to its charter, has been delegated “oversight responsibilities relating to ... [the Company’s] ongoing commitment to environmental matters, sustainability initiatives, nonprofit initiatives, public policy and regulatory matters, human rights and social responsibility and other related matters,” adopted the Policy. A copy of the Policy is attached hereto as Exhibit B and is also available on the Company’s website at <https://rivian.com/sustainability>.

Below is a chart comparing the language of the Proposal to the Policy and demonstrating that the Company’s adoption of the Policy has substantially implemented the Proposal.

Proposal Language	The Policy
<p>“Shareholders request the Board of Directors adopt a Human Rights Policy...”</p>	<p>✔ <b>The Planet and Policy Committee of the Board of Directors adopted the Policy on February 8, 2024.</b></p>
<p>“...which states the company’s commitment to respect human rights as outlined in the United Nations Guiding Principles (“Guiding Principles”) and the International Labour Organization Declaration on Fundamental Principles (“Fundamental Principles”)...”</p>	<p>✔ <b>The Policy states the Company’s commitment to the Guiding Principles and Fundamental Principles.</b></p> <p>“Rivian is committed to respecting human rights as outlined in:</p> <ul style="list-style-type: none"> <li>• <b><i>The United Nations Guiding Principles on Business and Human Rights (UNGPs)</i></b></li> <li>• The International Bill of Human Rights, which refers to the Universal Declaration of Human Rights, The International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights</li> <li>• <b><i>The ILO Declaration on Fundamental Principles and Rights at Work</i></b></li> <li>• The Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises</li> <li>• The Automotive Sustainability Guiding Principles.” (emphasis added) (<i>see</i> Policy, page 1).</li> </ul>
<p>“...within its direct operations...”</p>	<p>✔ <b>The Policy applies to Rivian’s direct operations.</b></p> <p>“Throughout this Policy, references to “employees” should be construed broadly to apply to everyone who works on Rivian’s behalf, including full- and part-time employees, consultants, contractors, temporary staff and the Rivian Board of Directors.”</p> <p>“we expect <b>our employees</b>, suppliers, and other business partners to follow these international human rights standards and comply with the applicable laws wherever they operate.” (emphasis added) (<i>see</i> Policy, page 1).</p>
<p>“..., and describing steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to its business.”</p>	<p>✔ <b>The Policy describes steps to identify, assess, prevent, reduce and remedy adverse human rights impacts.</b></p>

	<p><i>Identification and Assessment of Risk:</i><sup>1</sup></p> <p>“To fulfil our responsibility as a business to uphold human rights, we have identified human rights risks in our operations and supply chain through research as well as internal and external expert consultations. This initial screening resulted in the following list of prioritized human rights risks.</p> <p>We will focus our due diligence efforts on addressing these prioritized risks across our business and value chain. We intend to validate and update this initial list through a formal risk assessment.” (see Policy, page 2).</p> <p><i>See pages 2-3 of the Policy for the list of prioritized risks.</i></p> <p>“As we conduct human rights due diligence, we seek to engage with stakeholders, including potentially affected groups, to inform our identification of key risks and verify whether our measures are effectively addressing human rights. The effectiveness of our human rights due diligence depends on our relationships with stakeholders.” (see Policy, page 5).</p> <p><i>Prevent, Reduce and Remedy Adverse Human Rights Impacts</i></p> <p>“...we commit to conducting human rights due diligence in accordance with the UN Guiding Principles on Business and Human Rights. In addition, we are building out and aim to strengthen our risk based approach over time to prevent, mitigate and remediate negative human rights impacts of our business.” (see Policy, page 4).</p> <p>“We strive to:</p> <ul style="list-style-type: none"><li>• Incorporate human rights into our decision-making practices, policies and procedures for all business functions, and expect that our suppliers and other business partners continue to strengthen human rights in their operations;</li><li>• Identify and assess human rights impacts in our operations and across our value chain on an ongoing basis, and expect our suppliers and other business partners to do the same;</li><li>• Implement measures to reduce negative human rights impacts;</li><li>• Track the effectiveness of our human rights practices;</li></ul>
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<sup>1</sup> Pages 4-5 of the Policy describe steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to the Company’s business. This chart contains certain excerpts of relevant language from the Policy, but see pages 4-5 of the Policy for additional text that is responsive to this element of the Proposal.

	<ul style="list-style-type: none"><li>• Communicate the policies and practices used to uphold our commitment to human rights to internal and external stakeholders; and</li><li>• Provide access to remedy for known human rights violations.” (see Policy, page 4).</li></ul> <p>“We encourage all of our business partners to exercise human rights due diligence to identify, prevent, mitigate and remedy human rights abuses in their operations and supply chains, and to work towards continual improvement.” (see Policy, pages 4-5).</p>
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The Staff has consistently concurred in the exclusion of shareholder proposals that, like the Proposal, ask the company to adopt a policy that has already been implemented by an existing company policy. See, e.g., *Amazon.com, Inc.* (avail. March 27, 2020) (concurring with the exclusion of a proposal requesting that the company adopt a human rights policy and describe the process the company will use to identify, assess, prevent, mitigate, and address adverse human rights impacts where the company had already adopted a human rights policy that achieved the proposal’s essential objective); *The Boeing Co.* (avail. Jan. 30, 2017) (concurring with the exclusion of a proposal requesting a review of the company’s “policies related to human rights” where the company already had a well-established human rights policy and extensive public disclosures); *PPG Industries, Inc.* (avail. Jan. 19, 2004) (concurring with the exclusion of a proposal requesting that the board adopt a policy statement “generally committing [the company] to the elimination of product testing on animals” in favor of alternative product testing methods, where the company had already issued an “animal welfare policy committing the company to use alternatives to animal testing”); and *Freeport-McMoran Copper & Gold Inc.* (avail. Mar. 5, 2003) (concurring with the exclusion of a proposal requesting that the board amend its social and human rights policy as substantially implemented when the company’s existing policies addressed the subject matter of the proposal); *Anavex Life Sciences Corp.* (avail. May 2, 2023) (concurring with exclusion of a proposal requesting that the company’s board of directors adopt a policy requiring the separation of the chairman and CEO positions where the company’s amended bylaws already provided as such); and *Easterly Government Properties, Inc.* (avail. March 22, 2021) (concurring with the exclusion of a proposal requesting that the company’s board of directors adopt a policy requiring that any list of new director candidates include qualified minorities where the company’s board of directors had amended the nominating committee’s charter to require the same).

By adopting the Policy, which states the Company’s commitment to the Guiding Principles and Fundamental Principles across its operations, including its direct operations, and describes steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to its business, the Company has satisfied the essential objective of the Proposal. Were the Company to include the Proposal in its Proxy Materials, the Company’s shareholders would be asked “to consider matters which already have been favorably acted upon by the management” as there would be nothing further for the Company to do if the Proposal were to be approved. See Exchange Act Release No. 12598 (July 7, 1976).

\* \* \* \*

**III. Conclusion.**

Based upon the foregoing analysis, it is the Company's position that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(10). We request that the Staff concur in our view or, alternatively, confirm that the Staff will not recommend any enforcement action to the Commission if the Company so excludes the Proposal.

If the Staff is unable to concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response the Proponent may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (212) 906-1324 or by email at [jenna.cooper@lw.com](mailto:jenna.cooper@lw.com) to discuss any questions you may have regarding this matter.

Sincerely,

DocuSigned by:  
  
04EAABFFFD4046C...  
Jenna Cooper  
of LATHAM & WATKINS LLP

Enclosures

cc: Meredith Benton, Whistle Stop Capital  
Andrew Behar, As You Sow  
Ivan Frishberg, Amalgamated Bank  
Michael Callahan, Rivian Automotive, Inc.



**Exhibit A**

**Copy of the Proposal, Supporting Statement  
and Relevant Correspondence**

## **Copy of the Proposal and Supporting Statement**



**VIA FEDEX & EMAIL**

December 27, 2023

Michael Callahan  
Chief Legal Officer and Corporate Secretary  
Rivian Automotive Inc  
14600 Myford Road  
Irvine, California 92606  
[mcallahan@rivian.com](mailto:mcallahan@rivian.com)

Dear Mr. Callahan,

*As You Sow*® is filing a shareholder proposal on behalf of LongView Broad Market 3000 Index Fund (“Proponent”), a shareholder of Rivian Automotive for inclusion in Rivian Automotive’s 2024 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent’s concerns.

To schedule a dialogue, please contact Meredith Benton, Workplace Equity Program Manager at [benton@whistlestop.capital](mailto:benton@whistlestop.capital). Please send all correspondence **with a copy to** [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org).

Sincerely,

Andrew Behar  
CEO, *As You Sow*

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: Derek Mulvey, Director, Strategic Finance & Investor Relations  
[ir@rivian.com](mailto:ir@rivian.com)

**RESOLVED:** Shareholders request the Board of Directors adopt a Human Rights Policy which states the company’s commitment to respect human rights as outlined in the United Nations Guiding Principles (“Guiding Principles”) and the International Labour Organization Declaration on Fundamental Principles (“Fundamental Principles”) within its direct operations, and describing steps to identify, assess, prevent, reduce, and, where appropriate, remedy adverse human rights impacts connected to its business.

**SUPPORTING STATEMENT:** Rivian appears to lack an overarching policy that upholds international human rights standards.

The Guiding Principles provide companies an authoritative standard for preventing and mitigating human rights abuses. The Fundamental Principles include the widely held American values of freedom of association and collective bargaining rights; the abolition of forced and child labor; the elimination of workplace discrimination; and a safe and healthy working environment.<sup>1</sup>

Rivian’s Supplier Code of Conduct calls on its suppliers to uphold these Principles, but the company has not committed to these same standards within its own operations.<sup>2</sup>

The majority of Rivian’s peers have human rights policies based on the Guiding Principles and the Fundamental Principles. These peers include Ford, General Motors, Honda, Daimler (Mercedes Benz), BMW, Stellantis (Chrysler), Volvo, Nissan, Toyota, Volkswagen, Mitsubishi, and Subaru.

Allegations of poor working conditions have increased concerns with Rivian’s practices. This includes an investigation by the National Labor Relations Board that Rivian threatened and retaliated against workers attempting to unionize<sup>3</sup> and complaints filed by Rivian workers with federal regulators about safety violations.<sup>4</sup>

Rivian’s lack of an effective, overarching human rights policy risks legal, regulatory, and reputational harm. Its flagship factory in Illinois is subject to a 2022 state constitutional amendment guaranteeing workers the right to organize and collectively bargain.<sup>5</sup> The European Union’s Draft Corporate Sustainability Due Diligence Directive will soon require implementation of the due diligence requirements of the Guiding Principles.<sup>6</sup>

Rivian itself admits that “foreign labor laws, regulations, and restrictions, including in the areas of supply chain, labor, environmental, health and safety and related compliance costs” as risks that, if unsuccessfully managed, might materially and adversely affect “business, prospects, financial condition, results of operations, and cash flows.”<sup>7</sup>

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<sup>1</sup> [https://www.ilo.org/dyn/normlex/en/f?p=1000:62:0::NO:62:P62\\_LIST\\_ENTRIE\\_ID:2453911:NO](https://www.ilo.org/dyn/normlex/en/f?p=1000:62:0::NO:62:P62_LIST_ENTRIE_ID:2453911:NO)

<sup>2</sup> [https://assets.rivian.com/2md5qhoeajym/5PEdyH1PnC3iEllseM49oY/060ec197886709bad62557bda70a618e/Rivian\\_-\\_Supplier\\_Code\\_of\\_Conduct.pdf](https://assets.rivian.com/2md5qhoeajym/5PEdyH1PnC3iEllseM49oY/060ec197886709bad62557bda70a618e/Rivian_-_Supplier_Code_of_Conduct.pdf)

<sup>3</sup> <https://www.nlr.gov/case/25-CA-305293>

<sup>4</sup> <https://www.yahoo.com/video/rivian-under-scrutiny-employees-allege-184027923.html>

<sup>5</sup> <https://chicagopolicyreview.org/2023/03/01/illinois-voters-approve-a-constitutional-right-to-organize/>

<sup>6</sup> [https://commission.europa.eu/publications/proposal-directive-corporate-sustainability-due-diligence-and-annex\\_en](https://commission.europa.eu/publications/proposal-directive-corporate-sustainability-due-diligence-and-annex_en)

<sup>7</sup> <https://www.sec.gov/ix?doc=/Archives/edgar/data/1874178/000187417823000029/rivn-20230331.htm>, p. 43

Multiple studies have indicated that healthy workplace conditions are associated with improved stock performance.<sup>8</sup> Freedom of association and collective bargaining have been associated with strengthened shareholder value through improved health and safety;<sup>9</sup> increased productivity;<sup>10</sup> lowered turnover, improved diversity, and lower levels of legal and regulatory violations.<sup>11</sup>

More than a decade after its founding, Rivian has not set in place operational policies and practices necessary to protect human rights and differentiate and protect its brand.

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<sup>8</sup> <https://ehsdailyadvisor.blr.com/2016/04/stocks-up-on-strong-health-and-safety-programs/>;

<https://www.sciencedaily.com/releases/2016/01/160106092020.htm>;

<https://ideas.repec.org/a/eee/riibaf/v52y2020ics0275531919301448.html>;

[https://journals.lww.com/joem/fulltext/2021/06000/companies\\_that\\_promote\\_a\\_culture\\_of\\_health..2.aspx](https://journals.lww.com/joem/fulltext/2021/06000/companies_that_promote_a_culture_of_health..2.aspx);

[https://acoem.org/acoem/media/PDF-Library/About\\_ACOEM/Link\\_Between\\_Workforce\\_Health\\_and\\_Safety.pdf](https://acoem.org/acoem/media/PDF-Library/About_ACOEM/Link_Between_Workforce_Health_and_Safety.pdf)

<sup>9</sup> <http://oem.bmj.com/content/early/2018/06/13/oemed-2017-104747>

<sup>10</sup> <https://doi.org/10.1093/ej/ueaa048>; <https://www.ipa-involve.com/involvement-and-productivity-the-missing-piece-of-the-puzzle>

<sup>11</sup> <https://www.blackrock.com/corporate/literature/whitepaper/the-making-of-long-term-capitalism.pdf>; Severinovsky, The Value of Human Capital for Investors, Schroders, December 2022, p. 14-15; <https://www.piie.com/blogs/realtime-economic-issues-watch/higher-wages-low-income-workers-lead-higher-productivity>; <https://www.trilliuminvest.com/news-views/the-investor-case-for-supporting-worker-organizing-rights>; <https://www.workerscapital.org/our-resources/shared-prosperity-the-investor-case-for-freedom-of-association-and-collective-bargaining/>; <https://hummedia.manchester.ac.uk/institutes/code/research/projects/racism-at-work/tuc-report-executive-summary.pdf>; <https://www.epi.org/publication/unions-help-reduce-disparities-and-strengthen-our-democracy/>.



12/20/2023

Andrew Behar  
CEO  
*As You Sow*  
2020 Milvia Street, Suite 500  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Mr. Behar,

The undersigned (“Stockholder”) authorizes *As You Sow* to file or co-file a shareholder resolution on Stockholder’s behalf with Rivian Automotive Inc. (the “Company”) for inclusion in the Company’s 2024 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to requesting the Board adopt a comprehensive Human Rights Policy which states the Company’s commitment to respect human rights as outlined in the United Nations Guiding Principles (“Guiding Principles”) and the International Labour Organization (“ILO”) Declaration on Fundamental Principles (“Fundamental Principles”) throughout its operations and value chain, and describes steps to identify, assess, prevent, mitigate, and, where appropriate, remedy adverse human rights impacts connected to the business.

Stockholder: LONGVIEW BROAD MARKET 3000 INDEX FUND

The Stockholder has continuously owned over \$25,000 worth of Company stock, with voting rights, for over 13 months and will hold the required amount of stock through the date of the Company’s annual meeting in 2024.

The Stockholder gives *As You Sow* the authority to address, on the Stockholder’s behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name in relation to the resolution. The Stockholder supports this proposal.

Ivan Frishberg is the Senior Vice President of Sustainability Banking at Amalgamated Bank. He is available for a meeting with Company regarding this shareholder proposal at the following days/times: January 16, 2024 at 1PM Pacific or January 17, 2024 at 1PM Pacific.

Mr. Frishberg can be contacted at [ivanfrishberg@amalgamatedbank.com](mailto:ivanfrishberg@amalgamatedbank.com) to schedule a dialogue during one of the above dates.

Any correspondence regarding meeting dates must **also be sent to my representative: Meredith Benton, Workplace Equity Program Manager at [benton@whistlestop.capital](mailto:benton@whistlestop.capital) and to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org).**



The Stockholder also authorizes *As You Sow* to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

*Mandy Tenner*

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Mandy Tenner  
General Counsel of Amalgamated Bank

Trustee for  
LONGVIEW BROAD MARKET 3000 INDEX FUND

## **Copy of Relevant Correspondence**



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**From:** [REDACTED]  
**Sent:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** FW: [EXTERNAL] Rivian Automotive - Shareholder Proposal Filing Documents  
**Attachments:** 24.RIVN.1 Rivian Labor LEAD Filing Packet.pdf

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**From:** Shareholder Engagement [REDACTED]  
**Sent:** Thursday, December 28, 2023 7:11 PM  
**To:** Michael Callahan II [REDACTED] Rivian Investor Relations [REDACTED]  
**Cc:** Meredith Benton [REDACTED] Jaylen Spann [REDACTED] Frishberg, Ivan [REDACTED]  
[REDACTED] Tenner, Mandy [REDACTED]  
[REDACTED] Gail Follansbee [REDACTED]  
[REDACTED] Sophia Wilson [REDACTED] Riley McCann [REDACTED] Rachel Lowy [REDACTED]  
**Subject:** [EXTERNAL] Rivian Automotive - Shareholder Proposal Filing Documents

**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. Callahan,

Attached please find the lead filing document packet submitting a shareholder proposal for inclusion in the company's 2024 proxy statement. A printed copy of these documents has been sent to your offices via FedEx and our records show it was delivered today, December 28, 2023 at 10:51am.

It would be much appreciated if you could please confirm receipt of this email.

Thank you and happy holidays,  
Rachel Lowy

**Rachel Lowy** (she/her/hers)

**Shareholder Relations Sr. Coordinator**

**As You Sow®**

Main Post Office, P.O. Box 751 | Berkeley, CA 94701

[REDACTED]

[rlowy@asyousow.org](mailto:rlowy@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)



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**From:** Susie Choung [REDACTED]  
**Sent:** Thursday, January 25, 2024 8:22 PM  
**To:** Meredith Benton  
**Cc:** [REDACTED] Michael Callahan;  
Megan Farrell; Mel Esquivel  
**Subject:** RE: [EXTERNAL] Re: Rivian Automotive Shareholder Proposal

Hi Meredith,

Thanks, Monday 2 pm PT should work. We'll send around a meeting invite.

**Susie Choung**

Associate General Counsel, Securities and Corporate Governance

---

**From:** Meredith Benton [REDACTED]  
**Sent:** Thursday, January 25, 2024 6:31 PM  
**To:** Susie Choung [REDACTED]  
**Cc:** [REDACTED] Michael Callahan  
[REDACTED] Megan Farrell [REDACTED]  
**Subject:** [EXTERNAL] Re: Rivian Automotive Shareholder 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.**

Hi Susie,

We are glad to hear from you. We are available Monday at 2pm PT, if that time will still work for your team.

Thank you,

Meredith

On Wed, Jan 24, 2024 at 6:18 PM Susie Choung [REDACTED] wrote:

Ivan and Meredith,

We've received your shareholder proposal and would like to set up a call to discuss. We're also pleased to share that we recently published our human rights policy, which is attached and available on the Sustainability section of our website.

We are available for a call on **Monday, January 29 from 1:30 pm – 4:00 pm PT**. Please let us know if there's a time in this window that would work for your team, or if there are other dates/times that you are available. Look forward to hearing from you. Thanks!

## Susie Chung

Associate General Counsel, Securities and Corporate Governance

E: [REDACTED]



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Rivian Internal

## **Exhibit B**

### **The Rivian Human Rights Policy**

# Rivian Human Rights Policy

## Introduction

Rivian is committed to building a world that future generations deserve. This includes leading the world to transition towards sustainable energy while respecting the human rights of all individuals. This Human Rights Policy details our commitments to the people and communities connected to our operations directly and indirectly who help us achieve our goals. These commitments are intended to address, mitigate and remediate the human rights impacts of our business.

## Scope

Upholding human rights requires us to examine every aspect of our business, from the mines that produce minerals for our vehicles, to the workers at the supplier sites that assemble our vehicle parts, to the offices that manage our operations, to our test labs, spaces, service centers and charging stations, which are all interconnected by thousands of employees and business partners around the globe. This Policy has an impact on Rivian's complete value chain, including our suppliers, business partners, the local communities in which we operate, our employees, our customers and all individuals linked to Rivian's products. We strive to work together for a more sustainable future, and we are embedding the principles of this Human Rights Policy in our operations and value chain. We commit to continually working to improve our human rights practices across our business, including our supply chains. Our suppliers are encouraged to adopt a similar approach to continual improvement, as they address human rights risks within their operations and supply chains.

Throughout this Policy, references to "employees" should be construed broadly to apply to everyone who works on Rivian's behalf, including full- and part-time employees, consultants, contractors, temporary staff and the Rivian Board of Directors.

"Suppliers and other business partners" refer to any third party that provides goods or services to Rivian for compensation. It includes suppliers and other business partners' workers.

"Workers" include workers of all kinds employed by Rivian suppliers and other business partners, including full- and part-time, consultants, contractors, temporary staff and those employed via labor agents.

Rivian is committed to respecting human rights as outlined in:

- The United Nations Guiding Principles on Business and Human Rights (UNGPs)
- The International Bill of Human Rights, which refers to the Universal Declaration of Human Rights, The International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights
- The ILO Declaration on Fundamental Principles and Rights at Work
- The Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises
- The Automotive Sustainability Guiding Principles

We expect our employees, suppliers, and other business partners to follow these international human rights standards and comply with the applicable laws wherever they operate. Where the law and international human rights standards differ, Rivian will uphold the higher standard where permitted by law. We require the same from our suppliers and business partners. These expectations have been incorporated into our

Supplier Code of Conduct and our Code of Business Conduct and Ethics.

### **Prioritized Human Rights Risks**

To fulfill our responsibility as a business to uphold human rights, we have identified human rights risks in our operations and supply chain through research as well as internal and external expert consultations. This initial screening resulted in the following list of prioritized human rights risks.

We will focus our due diligence efforts on addressing these prioritized risks across our business and value chain. We intend to validate and update this initial list through a formal risk assessment.

#### **Forced Labor**

We do not tolerate modern slavery or forced labor, including but not limited to forced, bonded, indentured and involuntary prison labor, and human trafficking. All labor in our operations and supply chain must be voluntary, and employees and workers must be allowed freedom of movement. Conditions of employment must allow for complete freedom of mobility. Suppliers cannot retain individuals' identity documents. Neither employees nor workers shall pay recruitment fees or any other form of remuneration to secure employment.

#### **Child Labor**

We oppose any form of child labor. Rivian prevents child labor in our own operations, and we expect suppliers and other business partners to do the same, as well as take actions to verify that the age of employment for young workers meets or exceeds legal regulations and local labor laws throughout the supply chain. Suppliers shall have practices in place to prevent the recruitment of child labor and implement policies in which the age of labor shall always be the higher of national legislation or 15 years old, except that suppliers may use legitimate and properly managed apprenticeship programs, such as student internship programs, that comply with local law. Young workers between the ages of 15 and 18 shall not be assigned work that interferes with compulsory education, nor endangers their mental, emotional or physical health and development.

#### **Data Management & Privacy**

Keeping personal information secure is critical to our employees, our customers, our business and our reputation. We take seriously our obligations to protect the privacy of all individuals in our value chain. We collect, use and process any personal information only for legitimate business purposes and protect it from possible loss, misuse or disclosure.

Rivian's Privacy Policies govern our Company-wide use of Personal Information (PI) and we comply with our legal obligations to protect PI from unauthorized disclosure. Those Rivian employees who process PI are required to do so only in an authorized manner and are subject to confidentiality. Before processing any data, Rivian personnel are required to undergo Data Privacy and Cybersecurity training to ensure responsible data management.

Employees must report any unauthorized use, leak or loss of PI promptly to the Rivian Cybersecurity team. We expect employees and workers to observe all applicable data privacy laws and our contractual terms when collecting, storing, using, processing or sharing PI.

We regularly review our procedures and systems to continuously improve data protection for our employees and customers and expect the same from our suppliers and other business partners.

### **Health and Safety**

We support the health and safety of all our employees and workers throughout the supply chain. We prioritize compliance with safety requirements related to planning and operations to prevent and mitigate accidents, incidents, injuries, near misses, work-related illnesses and unsafe conditions, and to meet applicable health and safety laws, regulations and requirements, and expect suppliers and other business partners to do the same. We implement protective measures for our employees from the moment they join the Rivian team. Upon onboarding, all employees are expected to complete safety training. Our manufacturing employees complete an intense multi-week program to ensure health and safety protocols are properly observed and to promote a safe working environment for all.

### **Collective Bargaining and Freedom of Association**

We recognize the right to freedom of association and collective bargaining. We will not discriminate against anyone for, or interfere with, participation or the choice not to participate in any association. We recognize the right of employees and workers in our supply chain to be represented by trade unions or other representatives while adhering to local legislation.

### **Discrimination, Harassment and Abuse**

Everyone at Rivian and all workers at our suppliers and other business partners are entitled to work in an environment that is free of harassment, bullying, discrimination and retaliation. We do not tolerate discrimination or harassment in any form, including any conduct or comments that create, encourage or permit an offensive or intimidating work environment. This includes verbal or physical harassment, racism, sexism, bullying, sexual harassment, retaliation, inappropriate humor, mistreatment of others based upon their personal characteristics, beliefs or membership in a protected class or other actions that offend or cause distress.

### **Environmental Impacts and Negative Consequences to Local Communities**

As we work to support the transition to sustainable energy and environmental practices, we expect all business operations to comply with applicable environmental protection legislation and related internal requirements. We seek continual improvements in resource and energy efficiency, sustainable sourcing of materials and minimization of waste generation, including air, noise and water emissions.

The wellbeing of people and our planet are inextricably linked, and we strive to protect our employees and workers in our supply chain in our endeavor to improve our environmental management. In furtherance of these goals, we expect all business practices to minimize any adverse effects on local communities and safeguard health and safety.

### **Critical Minerals, including Conflict Minerals**

Helping the world transition toward sustainable and responsibly sourced energy requires raw materials, many of which are mined minerals. We are committed to developing supply chain practices that prevent or mitigate and remediate negative environmental and human rights impacts. This ambition requires us to closely collaborate with suppliers and other interested parties including through multistakeholder initiatives with non-governmental organizations, government, civil society and other partners on addressing human rights impacts upstream of our supply chain through mapping and transparency initiatives and engagements with communities where minerals are sourced. We expect suppliers to share this vision, work collaboratively to conduct responsible supply chain management and take extra care to address negative human rights impacts, including when materials are sourced from conflict-affected and high-risk areas.

## **Governance and Integration of Our Commitment**

We aim to integrate respect for human rights across our operations and throughout our value chain. As part



of this process, we commit to conducting human rights due diligence in accordance with the UN Guiding Principles on Business and Human Rights. In addition, we are building out and aim to strengthen our risk-based approach over time to prevent, mitigate and remediate negative human rights impacts of our business.

We strive to:

- Incorporate human rights into our decision-making practices, policies and procedures for all business functions, and expect that our suppliers and other business partners continue to strengthen human rights in their operations;
- Identify and assess human rights impacts in our operations and across our value chain on an ongoing basis, and expect our suppliers and other business partners to do the same;
- Implement measures to reduce negative human rights impacts;
- Track the effectiveness of our human rights practices;
- Communicate the policies and practices used to uphold our commitment to human rights to internal and external stakeholders; and
- Provide access to remedy for known human rights violations.

### **Governance**

The protection of human rights is a core consideration in the way we conduct business. Implementing and enforcing this Human Rights Policy is all of our responsibility. Our Board of Directors' Planet and Policy Committee oversees sustainability at Rivian, including human rights. Accountability on human rights commitments is integrated through our ESG Steering Committee. People (including EHS), Sustainability, Legal, IT, and Software teams work together to identify and address human rights risks to our employees. This includes oversight of our Ethics Hotline. Our Legal team reviews this Policy to assess its compliance with legal and regulatory requirements. Our Operations team, including our Supply Chain team, manages the selection, onboarding and ongoing management of Rivian's suppliers. Our Sustainability team oversees the development of strategies, deployment of industry tools and cross-functional management of activities to mitigate human rights risks in our supply chain through our Responsible Sourcing Program. Our Cybersecurity & Privacy teams mitigate risks related to privacy and data management, including cybersecurity threats.

### **Integration of Our Human Rights Commitments**

We provide compliance and function-specific training to employees upon onboarding, including Health and Safety; Diversity, Equity and Inclusion; Harassment and Discrimination, Data Privacy, Data Protection and the Code of Business Conduct and Ethics. Where there are potential or actual human rights violations in our operations, employees are encouraged to use the channel they are most comfortable with, including our Ethics Hotline, to report concerns (see Reporting Mechanisms below). We will provide human rights training to our employees to strengthen their understanding of our human rights commitment, our prioritized risks and impacts and employees' roles in respecting human rights.

We are committed to continually improving our systems. We intend to partner with our global network of suppliers and other business partners to commit to and uphold our values, high standards of integrity and operating principles. We commit to embedding this Human Rights Policy into contracts with our business partners and ensure that our commitment is reflected in our business planning, roles and responsibilities across our organization. This Policy complements our Supplier Code of Conduct, which outlines our expectations of suppliers pertaining to ethical standards and business practices, particularly in labor rights, human rights and the environment. Our teams work cross-functionally to monitor compliance with our policies and to support our suppliers and other business partners with corrective actions and remediation should non-compliance occur. Suppliers must agree to abide by these policies. We encourage all of our business partners to exercise human rights due diligence to

identify, prevent, mitigate and remedy human rights abuses in their operations and supply chains, and to work towards continual improvement.

## Engaging with Stakeholders

As we conduct human rights due diligence, we seek to engage with stakeholders, including potentially affected groups, to inform our identification of key risks and verify whether our measures are effectively addressing human rights. The effectiveness of our human rights due diligence depends on our relationships with stakeholders.

We have joined several key industry and multi-stakeholder initiatives to strengthen our practices and further industry-wide efforts to respect human rights:

- **Initiative for Responsible Mining Assurance (IRMA):** Offers independent third-party verification and certification for global industrial scale mining sites.
- **Responsible Business Alliance (RBA):** Improves efficiency and responsible sourcing through Supplier Codes of Conduct, audits, and corrective action plan management.
- **Public Private Alliance for Responsible Minerals Trade (PPA):** Bolsters progress on responsible sourcing specifically for tin, tantalum, tungsten, and gold in the Great Lakes Region of Africa; as well as cobalt and other critical minerals in Conflict-Affected and High-Risk Areas beyond the Great Lakes Region of Africa.
- **United Nations Global Compact:** Drives progress on the UN Sustainable Development Goals (SDGs).

## Reporting Mechanisms

Employees and workers should feel empowered to report concerns anonymously and without retaliation and should understand how their concerns will be addressed. Our Ethics Hotline provides employees with a channel to report concerns. Our teams review each concern and work to investigate and resolve them promptly. Rivian does not tolerate retaliation against individuals reporting concerns or cooperating in investigations.

The Ethics Hotline is detailed in our Business Code of Conduct and Ethics and can be accessed online at <http://www.rivian.ethicspoint.com/> or via phone number at 1-844-986-1441.

Rivian has an Open Door Policy and encourages individuals to actively participate in discussions surrounding workplace decisions and environment affecting them and their professional responsibilities. Employees are encouraged to raise concerns with their immediate supervisor or other management or channel of their choice, who will escalate concerns on their behalf where appropriate.

Additionally, we encourage that:

- Issues related to our products or website be reported at [vulnerability@rivian.com](mailto:vulnerability@rivian.com);
- Suspected cybersecurity and privacy issues be reported at [cybersecurity@rivian.com](mailto:cybersecurity@rivian.com);
- Customers with concerns around the processing of Personal Data can contact us at [privacy@rivian.com](mailto:privacy@rivian.com).

Access to reporting mechanisms for workers across our value chain can provide critical insight into human rights impacts throughout our business and help us establish appropriate prevention, mitigation and remediation measures. We encourage all suppliers and other business partners to implement their own reporting mechanisms.

## Communication & Transparency

This Human Rights Policy is available to the public on the Rivian website and is posted publicly at key sites, where it is translated into applicable languages. We also report on our commitments and actions in our annual Impact Report.

Rivian utilizes publicly-available policies to reinforce this Policy, including:

- Rivian Code of Business Conduct and Ethics
- Rivian Supplier Code of Conduct

Rivian plans to provide updates on our progress to uphold this Policy in our annual Impact Report and review our policies annually to reflect our evolving human rights practices.

This Policy was developed with the support of third-party experts following their review of Rivian's human rights due diligence processes for our operations and value chain, input from senior Rivian leadership and an analysis of risks inherent in the automotive industry and Rivian's key sourcing regions.

Date: 1/7/2024

Approved by the Planet and Policy Committee of the Board of Directors on February 8, 2024

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March 18, 2024

**VIA ONLINE SUBMISSION FORM**

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Rivian Automotive, Inc.**  
**Shareholder Proposal Submitted by LongView Broad Market 3000 Index Fund**

To the addressee set forth above:

On February 9, 2024, we submitted a letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, on behalf of Rivian Automotive, Inc. (the “*Company*”) requesting that the staff of the Division of Corporation Finance (the “*Staff*”) concur that the Company could exclude a shareholder proposal (the “*Proposal*”) and related supporting statement received from As You Sow (the “*Representative*”) as an authorized representative on behalf of LongView Broad Market 3000 Index Fund (the “*Proponent*”) from the Company’s proxy statement for its 2024 Annual Meeting of Stockholders.

On March 18, 2024, the Representative withdrew the Proposal on behalf of the Proponent. Based on the withdrawal of the Proposal, the Company hereby informs the Staff that the Company is withdrawing its no-action request of February 9, 2024 relating to the Proposal.

Please contact the undersigned at (212) 906-1324 or by email at [jenna.cooper@lw.com](mailto:jenna.cooper@lw.com) to discuss any questions you may have regarding this matter.

Very truly yours,  
DocuSigned by:  
  
Jenna Cooper  
04EAB5FFD4046C...  
of LATHAM & WATKINS LLP

cc: Michael Callahan, Rivian Automotive, Inc.  
Meredith Benton, Whistle Stop Capital  
Andrew Behar, As You Sow  
Ivan Frishberg, Amalgamated Bank