

Notice of 2020 Annual Meeting of Shareholders & Proxy Statement



9:00 a.m., Pacific Time
Wednesday, May 27, 2020

Virtual Meeting Site: www.virtualshareholdermeeting.com/AMZN2020



ITEM 12—SHAREHOLDER PROPOSAL REQUESTING A REPORT ON VIEWPOINT DISCRIMINATION

Beginning of Shareholder Proposal and Statement of Support:

Viewpoint Discrimination Risk Reporting

Whereas, Shareholders of Amazon.com, Inc. ("Amazon") invest in the company to receive maximum return on their ownership investment in Amazon, without the costs and risks associated with Amazon restricting specific social, political, or religious views.

²⁶ See <https://blog.aboutamazon.com/sustainability/the-climate-pledge>.

²⁷ See <https://www.aboutamazon.com/our-company/our-positions>.

²⁸ See <https://blog.aboutamazon.com/job-creation-and-investment/the-amazon-effect-what-a-fulfillment-center-means-to-its-community>.

Whereas, any decision by Amazon to either endorse or reject social, political, or religious views may alienate customers, harm the company's reputation, and negatively impact business performance.

Whereas, the City of Seattle, the State of Washington, the United States, and several International Conventions prohibit discrimination against religious groups and beliefs, and the City of Seattle prohibits discrimination against political ideology.

Resolved: Shareholders request that Amazon issue a report, at reasonable cost and omitting proprietary information, evaluating the range of risks and costs associated with discriminating against different social, political, and religious viewpoints.

Supporting Statement

A large part of Amazon's dynamic success is its integration with the global economy through partnerships with logistical service providers and independent content creators. Any policy that discriminates against delivery partners, content creators, or customers based on social, political, or religious views obstructs the near-limitless potential that Amazon's innovative approach has unlocked.

One example of Amazon's choice to discriminate against social, political, or religious views is its exclusion of U.S. Internal Revenue Service-approved charities from receiving customer-selected donations through the Amazon Smile Program. This program has donated over \$100 million to nonprofits, making it one of the largest sources of consumer earmarked charitable support in the United States.¹ Amazon's implementation of viewpoint-discriminatory policies in the Smile Program itself stems from a reliance on viewpoint-discriminatory, partisan, and discredited sources.²

We are also concerned that the Company's failure to respect diverse social, political, and religious viewpoints in the Smile program is symptomatic of a tendency to discriminate against such views more broadly. For example, although Amazon's policies state "we provide our customers with access to a variety of viewpoints, including books that some customers may find objectionable," it has recently begun removing books based on customer objections.³ And, while Amazon publicly affirms its commitment to different perspectives, it officially opposed a shareholder proposal to gauge progress in ideological diversity on the Board of Directors in its 2019 proxy materials.

The shareholders should be aware of the extent to which discrimination against social, political, or religious views by Amazon in its partnerships, content policies, and options for customer-selected charitable donations may jeopardize Amazon's current market-dominance and may negatively affect important social dynamics beyond Amazon's immediate business impact.

We therefore ask and recommend that the report called for include, among other issues at board and management discretion:

1. Risks associated with relying on a partisan and external source to determine eligibility for charitable support from third-party customers.
2. Risks associated with regulating content on the platform based on its social, political, or religious viewpoint.
3. A full evaluation of viewpoint bias and associated risks to ensure that Amazon is making balanced decisions and that it is acting consistent with its commitment to diversity.

¹ <https://techcrunch.com/2018/10/29/amazon-smile-has-raised-100-million-for-charity/>

² <https://www.currentaffairs.org/2019/03/the-southern-poverty-law-center-is-everything-thats-wrong-with-liberalism>; <https://www.politico.com/magazine/story/2017/06/28/morris-dees-splc-trump-southern-poverty-law-center-215312>; <https://www.cnn.com/2019/03/29/us/splc-leadership-crisis/index.html>

³ <https://www.christianpost.com/news/christian-authors-blast-amazon-banning-their-books-selling-pedophilia-titles.html>

End of Shareholder Proposal and Statement of Support

RECOMMENDATION OF THE BOARD OF DIRECTORS ON ITEM 12

We take seriously our commitment to diversity and respect for people from all backgrounds, including gender, race, ethnicity, religion, sexual orientation, disability, and other dimensions of diversity, which are enduring values for us as reflected in a number of Company policies, including the Amazon Global Human Rights Principles.²⁹ Diversity and inclusion are cornerstones of our continued success and critical components of our culture, “help[ing] us better serve customers, selling partners, content creators, employees, and community stakeholders from every background.”³⁰ We serve diverse customer sets, operate in diverse communities, and rely on a diverse workforce. The policies and procedures we have in place for our employees, sellers, and customers are intended to foster diversity and inclusion and promote respect for all people. We maintain these policies to facilitate a welcoming environment for our global customers and selling partners while offering the widest selection of items on earth. We believe “[d]iversity and inclusion are good for business—and more fundamentally—simply right.”³¹

In addition to measures designed to combat discrimination, we have thorough risk management processes to protect against risks to the Company, including risks related to the application of our policies. As part of this process, the Nominating and Corporate Governance Committee oversees and monitors the Company's policies and initiatives relating to corporate social responsibility, including human rights and ethical business practices, and related risks most relevant to the Company's operations and engagement with customers, suppliers, and communities, other than with respect to human capital management matters, which are overseen by the Leadership Development and Compensation Committee, and compliance and controls matters, which are overseen by the Audit Committee.

In light of our demonstrated commitment to our core values of diversity and inclusion for all stakeholders of Amazon, from customers to sellers to employees, as well as our robust risk management process, the Board recommends that shareholders vote against this proposal.

The Board of Directors recommends a vote “AGAINST” this proposal requesting a report on viewpoint discrimination.

ITEM 13—SHAREHOLDER PROPOSAL REQUESTING A REPORT ON PROMOTION DATA

Beginning of Shareholder Proposal and Statement of Support:

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>)

²⁹ See, e.g., Amazon.com Code of Business Conduct and Ethics, <https://ir.aboutamazon.com/corporate-governance/documents-charters/code-business-conduct-and-ethics>; Amazon Global Human Right Principles, <https://sustainability.aboutamazon.com/governance/amazon-global-human-rights-principles> (“As outlined in our Code of Business Conduct and Ethics, we do not tolerate discrimination”).

³⁰ See <https://www.aboutamazon.com/working-at-amazon/diversity-and-inclusion/diversity-and-inclusion-at-amazon>.

³¹ See <https://www.aboutamazon.com/our-company/our-positions>.

