



May 14, 2020

Judith A. McGrath,
Chair, Leadership Development and Compensation Committee
Amazon.com, Inc.
410 Terry Avenue
North Seattle, Washington 98109

Via email: (c/o Secretary, shareholder_board_communications@amazon.com)

Dear Ms. McGrath:

In light of Amazon's recent disclosure that it will make investments in the near future on COVID-19-related initiatives to deliver products to customers while keeping employees safe, we are writing to ask that you personally speak at the company's May 27 annual shareholder meeting to report to investors on how the Leadership Development and Compensation Committee (the "Committee") will measure and monitor the objectives, progress and success of these investments. While Amazon management has announced numerous initiatives to keep their employees safe, the onus is on the independent members of the Amazon Board of Directors to report on how they are overseeing the progress of these initiatives and to ensure that these investments produce outcomes beneficial for both employees and shareowners.

Amazon recently announced its plans to spend approximately \$4 billion in the second quarter 2020 on coronavirus-related expenses, including "investments in personal protective equipment, enhanced cleaning of [its] facilities, less efficient process paths that better allow for effective social distancing, higher wages for hourly teams, and hundreds of millions to develop [its] own Covid-19 testing capabilities."¹ Notwithstanding Amazon's considerable ongoing financing of these initiatives, media reports indicate that Amazon employees remain fearful about coming to work and concerned for their own safety, as well as that of their families, their coworkers, and the customers and communities they serve.

As long-term Amazon shareowners, with \$4.2 billion invested in Amazon shares on a combined basis (at February 28, 2020), we are concerned by the potential disconnect between management's reported employee initiatives and these media reports regarding widespread COVID-19 health and safety concerns among Amazon employees, including reports that the company has retaliated against some employees and is pressuring sick employees to come to work. We understand that reportedly over 50 Amazon facilities have confirmed cases of COVID-19, many with multiple cases, and that hundreds of Amazon workers around the globe have participated in protests, strikes, and petitions to call on the company to do more.

As Chair of the Committee responsible for overseeing and monitoring "the Company's strategies and policies related to human capital management within the Company's workforce, including with respect to policies on diversity and inclusion, workplace environment and safety, and corporate culture.,"² you are best positioned to speak to the board's independent oversight of COVID-19-related initiatives and investments at the annual shareholder meeting. In particular, we would like you to report to investors on:

1. The performance metrics that the Committee is using to oversee the progress and impact of the company's investments. Rather than reporting on inputs such as the number of masks provided or employees tested, we are particularly interested in understanding the impacts/outcomes of these investments, such as volume trends in reported cases of Coronavirus among employees, virus transmission rates, days lost due to COVID-related illness, complaints filed with the Occupational Safety and Health Administration, impact on productivity and employee morale and workplace culture as measured by employee engagement.
2. Whether the Committee has exercised its authority to retain workplace safety and health advisors to assist it in the full performance of its functions, including, for example, independent certified industrial hygienists, occupational physicians, and public health experts.
3. Oversight of any whistleblower protections for employees reporting unsafe working conditions as well as of management enforcement of, and compliance with, the company's policy of no retaliation against any employee for reporting workplace hazards or misconduct.
4. Frequency of Committee meetings during the pandemic. We note the Committee has only met three times each year for the past five years.

The New York City Retirement Systems and APG Asset Management, with combined assets under management of \$822 billion (at February 28, 2020), share the belief that effective management of human capital is a driver of long-term value creation and thus an essential topic of board strategy and oversight. We are members of the Human Capital Management Coalition (HCMC), which prior to Amazon's recent disclosure regarding its planned investment referenced above, made a similar request on April 28 to the Board Chairman/CEO to address Amazon's COVID-19 response at the shareholder meeting. We reiterate this request now and ask that you also use this meeting to demonstrate to shareowners outside of the executive suite that the Board is providing active and informed independent oversight of management on our behalf with respect to employee health and safety initiatives and investments. In polling other external shareowners, we have yet to find an instance where an independent board member of the company has engaged with any of us.

Our request to you is consistent with the [April 8th statement](#) on "The Importance of Disclosure – For Investors, Markets and Our Fight Against COVID-19," from Securities and Exchange Commission Chairman Jay Clayton and Corporation Finance Director William Hinman, requesting that company disclosures reflect "how the company's COVID-19 response, including

its efforts to protect the health and well-being of its workforce and its customers, is progressing,” and acknowledging that “historical information may be relatively less significant.”

Thank you for your consideration. We look forward to your report at the upcoming annual meeting and would welcome the opportunity to discuss our concerns with you and other members of your Committee. Please contact Michael Garland at mgarlan@comptroller.nyc.gov to schedule an engagement.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott M. Stringer". The signature is fluid and cursive, with the first name "Scott" and last name "Stringer" clearly legible.

Scott. M. Stringer
Comptroller, City of New York, on behalf of
the New York City Retirement Systems

A handwritten signature in blue ink, appearing to read "Anna Pot". The signature is cursive and somewhat stylized, with a horizontal line underneath.

Anna Pot
Head of Responsible Investments Americas
APG Asset Management US

cc: Dave Fildes, Director, Investor Relations, fildes@amazon.com
Michael Deal, Vice President and Associate General Counsel, deal@amazon.com

¹¹ Amazon's COVID-19 blog, available at <https://blog.aboutamazon.com/company-news/amazons-actions-to-help-employees-communities-and-customers-affected-by-covid-19>. (accessed May 5, 2020)

² Leadership Development and Compensation Committee Charter, available at <https://ir.aboutamazon.com/corporate-governance/documents-and-charters/leadership-development-and-compensation-committee/default.aspx>. (accessed May 5, 2020)