

Vote Bulletin – Amazon.com, Inc.

Meeting Type – Annual

Meeting Date – 05/25/2022

Key Issues – Human Capital Management, Human Rights, Environmental Impact

Vote Decisions – State Street Global Advisors voted against management on several items to reflect our concerns with the company's approach to ESG risk management and oversight.

Management Resolutions

Item number	Item description	Management recommendation	SSGA vote
1g	Elect Director	FOR	AGAINST

Shareholder Resolutions

Item number	Item description	Management recommendation	SSGA vote
6	Commission Third Party Report Assessing Company's Human Rights Due Diligence Process	AGAINST	FOR
8	Report on Efforts to Reduce Plastic Use	AGAINST	FOR
9	Report on Worker Health and Safety Disparities	AGAINST	ABSTAIN
10	Report on Risks Associated with Use of Concealment Clauses	AGAINST	FOR
13	Report on Protecting the Rights of Freedom of Association and Collective Bargaining	AGAINST	FOR
14	Report on Lobbying Payments and Policy	AGAINST	FOR
16	Commission a Third Party Audit on Working Conditions	AGAINST	FOR
19	Commission Third Party Study and Report on Risks Associated with Use of Rekognition	AGAINST	FOR

Voting Rationale

Against – Item 1g – Elect Director

We withheld support from the Chair of the Leadership Development & Compensation Committee given our concerns with the board's oversight of human capital management. The company aspires to be "Earth's Best Employer," but investors need more information regarding how the board monitors the company's progress toward that goal.

This withhold vote was part of our human capital management targeted engagement campaign. In early 2021, we identified 35 of the largest US and UK employers in our portfolio. We held a series of deep-dive engagements with those companies on the topics of human capital management and diversity, equity and inclusion with the goal of encouraging alignment with our disclosure expectations and monitoring relevant practices. Amazon was included in this engagement campaign. While the company has improved their disclosures, we continue to seek greater transparency and more productive engagements. We believe Amazon has a greater responsibility to effectively oversee human capital management risks given the size and scale of its workforce, the increased legal, regulatory, and reputational scrutiny related to its human capital practices and its own aspiration to be "Earth's Best Employer." As such, we withheld support from the Chair of the Leadership Development and Compensation Committee to signal our desire for greater transparency and stronger board oversight of this topic.

For – Item 6 – Commission Third Party Report Assessing Company's Human Rights Due Diligence Process

While the company provides various disclosures on its policies and practices related to human rights, especially in the supply chain, there is limited disclosure on processes to identify and manage human rights risks related to the use of its products. In our engagement, the board and management were unable to articulate specific digital and human rights risks associated with the company's products. Shareholders would benefit from additional insight into this topic, and the requested report reflects a possible approach the company could take to enhancing relevant disclosures.

For – Item 8 – Report on Efforts to Reduce Plastic Use

We saw an opportunity for Amazon to improve disclosure on plastics and packaging (e.g. total plastics footprint; goals to reduce virgin plastic use; board oversight of plastics/packaging strategy; manufacturer engagement/education). While we recognize Amazon does not have direct control over their manufacturers' plastics/packaging footprint, a similar proposal last year received over 35% support, and we did not believe Amazon has been sufficiently responsive to investors' interests.

Abstain – Item 9 – Report on Worker Health and Safety Disparities

Given that the company committed to undertake a racial equity audit, we abstained on this proposal in anticipation of greater disclosures on any racial inequities within the workforce.

For – Item 10 – Report on Risks Associated with Use of Concealment Clauses

In reviewing the company's disclosures regarding the use of concealment clauses, we were concerned that in instances when employees enter into agreements with confidentiality clauses, they are only permitted to speak to law enforcement bodies and government regulators. We expect companies who use these clauses to allow employees to speak publicly about experiences with harassment and discrimination.

For – Item 13 – Report on Protecting the Rights of Freedom of Association and Collective Bargaining

While Amazon affirms the right of workers to unionize, the company has been exposed to criticism and concern from investors, employees, and regulators regarding its alleged infringement on collective bargaining rights. Shareholders would benefit from additional context on how the company's stated respect for the freedom of association manifests in practice, and the requested report is one possible way that the company could disclose this information.

For – Item 14 – Report on Lobbying Payments and Policy

We supported a similar proposal last year, given our concerns with the company's relatively limited disclosures on this topic in proportion to its political expenditures. Given there had been no significant improvement to the company's disclosures, we continued to support this proposal.

For – Item 16 – Commission a Third Party Audit on Working Conditions

Amazon provides various disclosures about its health and safety practices, and these disclosures have improved in recent years. However, workers and other stakeholders continue to articulate concerns about the company's practices in warehouses, some of which are not reflected in current disclosures (e.g. concerns with quotas and "time off tasks" warnings.) Given this context and the reputational, legal, and regulatory risks associated with the company's approach to human capital management, an independent assessment of the company's practices would be beneficial to shareholders.

For – Item 19 – Commission Third Party Study and Report on Risks Associated with Use of Rekognition

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