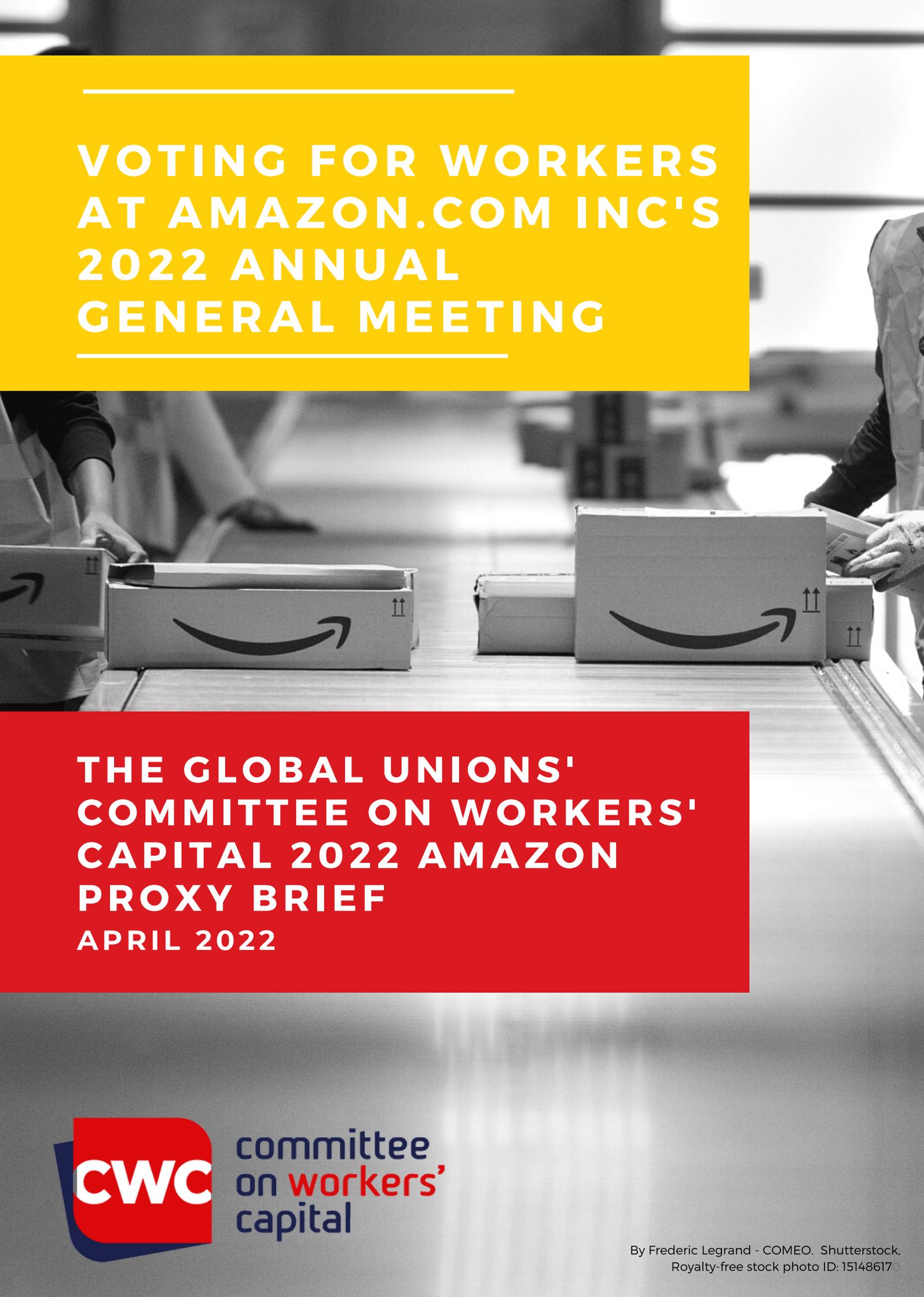

VOTING FOR WORKERS AT AMAZON.COM INC'S 2022 ANNUAL GENERAL MEETING



**THE GLOBAL UNIONS'
COMMITTEE ON WORKERS'
CAPITAL 2022 AMAZON
PROXY BRIEF**
APRIL 2022



VOTING FOR WORKERS AT AMAZON'S 2022 AGM

The CWC invites investors to support workforce-related shareholder resolutions that ask Amazon to:

- Promote respect for fundamental labour rights, including those that ask Amazon to adopt, comply and/or report on how their practices comply with international labour standards;
- Disclose human resources policies, practices, and outcomes that would allow investors to better assess the company's workforce relations – often described in US shareholder resolutions as “human capital management.” This may include resolutions related to executive and general employee compensation, gender or racial discrimination as it pertains to the company's workforce, health and safety, just transition, worker surveillance and labour rights;
- Describe how its practices may affect the state-supported social protections that workers require in the jurisdictions where it operates, including those that seek disclosures on lobbying and tax transparency;
- Support workforce voice and/or representation in corporate governance, including shareholder resolutions recommending worker directors on corporate boards.

The CWC may recommend withholding votes or voting against nominee directors when they have demonstrated a lack of duty of care with regards to fundamental labour rights and/or failed to adequately oversee workforce issues.

The CWC would like to emphasize that other shareholder resolutions addressing environmental and governance factors are worthy of investor consideration and support. These guidelines are intended to identify shareholder resolutions that focus specifically on workforce-related issues and should not be read as dismissive of resolutions that focus primarily on other topic areas.

Please note that this brief is for informational purposes only. It is not intended to provide and should not be relied on for investment, legal, tax or accounting advice. Trustees should consult their own advisors and investment professionals to evaluate the merits and risks of any investment.

Shareholder resolutions that the CWC invites investors to support

The following shareholder resolutions are listed in Amazon's [Notice of 2022 Annual Meeting of Shareholders & Proxy Statement](#). The Annual Meeting will take place on May 25, 2022.

ITEM 7

Shareholder Proposal Requesting an Alternative Director Candidate Policy

- [Click here](#), p. 37
- [Exempt solicitation](#)

ITEM 9

Shareholder Proposal Requesting a Report on Worker Health and Safety Differences

- [Click here](#), p.45

ITEM 10

Shareholder Proposal Requesting Additional Reporting on Risks Associated with the Use of Certain Contract Clauses

- [Click here](#), p. 50

ITEM 12

Shareholder Proposal Requesting Alternative Tax Reporting

- [Click here](#), p. 55
- See also: [Investor Brief](#) written by PIRC

ITEM 13

Shareholder Proposal Requesting Additional Reporting on Freedom of Association

- [Click here](#), p. 58
- See also: [Reporting on Labour Rights at Amazon.com: Expectations from the Committee on Workers' Capital](#)

ITEM 14

Shareholder Proposal Requesting Additional Reporting on Lobbying

- [Click here](#), p. 61

ITEM 16

Shareholder Proposal Requesting a Report on Warehouse Working Conditions

- [Click here](#), p. 66

ITEM 17

Shareholder Proposal Requesting Additional Reporting on Gender/Racial Pay

- [Click here](#), p. 70
- [Exempt solicitation](#)

Please note that the CWC is not seeking to act as a proxy for any shareholder. We are unable to accept proxy cards, and any proxy cards received will be returned.



Photo by David Ballew on Unsplash

Vote recommendations that the CWC invites investors to support

The CWC invites investors to vote “Against” the re-election of two Amazon directors who are members of the Leadership Development and Compensation Committee— Daniel Huttenlocher and Judith McGrath — at the company’s annual meeting. The vote recommendation is based on an [exempt solicitation](#) submitted made by the Comptroller of the City of New York, on behalf of the New York City Employees’ Retirement System, Teachers’ Retirement System of The City of New York, New York City Police Pension Fund, and the New York City Fire Pension Fund:

“We urge you to vote “Against” directors Huttenlocher and McGrath for the following reasons:

- Despite repeated requests, the Committee has not met with institutional investors to discuss possible improvements to its human capital management oversight and disclosure
- The Committee has not adequately overseen health and safety, with adverse consequences for Amazon and its employees
- Amazon's labor practices, repeatedly investigated by regulators, have been found to violate state and federal law and also conflict with Amazon's own human rights policy
- Unusually high employee turnover relative to peer companies has some Amazon executives worried about running out of hireable employees in the U.S.”

For further information:

- [Notice of Exempt Solicitation](#)



ABOUT THE GLOBAL UNIONS’ COMMITTEE ON WORKERS’ CAPITAL (CWC)

The Global Unions’ Committee on Workers’ Capital (CWC) is an international labour union network for dialogue and action on the responsible investment of workers’ retirement savings. A joint initiative of the International Trade Union Confederation (ITUC), the Global Union Federations (GUFs), and the Trade Union Advisory Committee to the OECD (TUAC), the CWC has brought trade union representatives and worker-nominated trustees from across the world together since 1999. The pension fund board members who participate in the CWC network oversee the retirement savings of millions of workers.

For more information on the CWC, email info@workerscapital.org or visit www.workerscapital.org.