

Shareholder Proposal	Proposal Details	Board recommendation
1. AN ANNUAL REPORT ON MANAGEMENT OF FOOD WASTE	<p>Shareholders request that Amazon.com, Inc. issue an annual report, at reasonable cost and omitting proprietary information, on the environmental and social impacts of food waste generated from the company's operations given the significant impact that food waste has on societal risk from climate change and hunger.</p>	Against
2. A REDUCTION IN THE OWNERSHIP THRESHOLD FOR CALLING SPECIAL SHAREHOLDER MEETINGS	<p>Shareholders of Amazon.com, Inc ('Amazon' or 'Company') hereby request the Board of Directors take the steps necessary to amend our bylaws and each appropriate governing document to give holders with an aggregate of 20% net long of our outstanding common stock the power to call a special shareholder meeting. This proposal does not impact our Board's current power to call a special meeting.</p>	Against
3. A BAN ON GOVERNMENT USE OF CERTAIN TECHNOLOGIES	<p>Shareholders request that the Board of Directors prohibit sales of facial recognition technology to government agencies unless the Board concludes, after an evaluation using independent evidence, that the technology does not cause or contribute to actual or potential violations of civil and human rights.</p>	Against
4. A REPORT ON THE IMPACT OF GOVERNMENT USE OF CERTAIN TECHNOLOGIES	<p>Shareholders request the Board of Directors commission an independent study of Recognition and report to shareholders regarding:</p> <ul style="list-style-type: none"> • The extent to which such technology may endanger, threaten, or violate privacy and or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists in the United States; • The extent to which such technologies may be marketed and sold to authoritarian or repressive foreign governments, identified by the United States Department of State Country Reports on Human Rights Practices; • The financial or operational risks associated with these human rights issues; <p>The report should be produced at reasonable expense, exclude proprietary or legally privileged information, and be published no later than September 1, 2019.</p>	Against
5. A REPORT ON CERTAIN PRODUCTS	<p>Investors request that Amazon report on its efforts to address hate speech and the sale of offensive products throughout its businesses. The report should be produced at reasonable cost, exclude proprietary information and discuss Amazon's process to develop policies to address hate speech and offensive products, the experts and stakeholders it consulted while developing these policies and the enforcement mechanisms it has put in place, or intends to put in place, to ensure compliance.</p>	Against
6. AN INDEPENDENT BOARD CHAIR POLICY	<p>Shareholders of Amazon.com Inc. ("Amazon") ask the Board of Directors to adopt a policy, and amend the bylaws as necessary, to require the Chair of the Board to be an independent director. The policy should provide that (i) if the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the policy within 60 days of that determination; and (ii) compliance with this policy is waived if no independent director is available and willing to serve as Chair.</p>	Against

		This policy shall apply prospectively so as not to violate any contractual obligation.	
7.	A REPORT ON CERTAIN EMPLOYMENT POLICIES	Shareholders request management review its policies related to sexual harassment to assess whether the Company needs to adopt and implement additional policies and to report its findings, omitting proprietary information and prepared at a reasonable expense by December 31, 2019.	Against
8.	A REPORT ON CLIMATE CHANGE TOPICS	Shareholders request that Amazon’s Board of Directors prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change, and how Amazon is reducing its company-wide dependence on fossil fuels. The report should be prepared at reasonable expense and may exclude confidential information.	Against
9.	A BOARD IDEOLOGY DISCLOSURE POLICY	Shareholders of the Amazon.com, Inc. (the “Company”) request the Board adopt a policy to disclose to shareholders the following: 1. A description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors; and 2. Each nominee’s skills, ideological perspectives, and experience presented in a chart or matrix form. The disclosure shall be presented to the shareholders through the annual proxy statement and the Company’s website within six (6) months of the date of the annual meeting and updated on an annual basis.	Against
10.	CHANGES TO THE COMPANY’S GENDER PAY REPORTING	Shareholders request Amazon report on the company’s global median gender pay gap, including associated policy, reputational, competitive, and operational risks, and risks related to recruiting and retaining female talent. The report should be prepared at reasonable cost, omitting proprietary information, litigation strategy and legal compliance information. The gender pay gap is defined as the difference between male and female median earnings expressed as a percentage of male earnings (Organization for Economic Cooperation and Development).	Against
11.	A REPORT ON INTEGRATING CERTAIN METRICS INTO EXECUTIVE COMPENSATION	Shareholders request the Board Compensation Committee prepare a report assessing the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into performance measures or vesting conditions that may apply to senior executives under the Company’s compensation plans or arrangements. For the purposes of this proposal, “sustainability” is defined as how environmental and social considerations, and related financial impacts, are integrated into long-term corporate strategy, and “diversity” refers to gender, racial, and ethnic diversity.	Against
12.	VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS	Shareholders ask the Board of Amazon.com, Inc. to take steps to amend Company governing documents to provide that all non-binding matters presented by shareholders shall be decided by a simple majority of the votes cast FOR and AGAINST an item. This policy would apply to all such matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise.	Against

Amazon is a monster company that is out of control.

I was motivated by the post by Elizabeth Schulze that stated the EU has launched a formal anti-trust investigation into Amazon. <https://www.linkedin.com/feed/news/eu-takes-swipe-at-us-tech-giants-3954009/>

She stated:

- The investigation centers around Amazon's "dual role" as a retailer and a marketplace.
- Question is if Amazon uses sensitive data from its merchants to secure an advantage against them.
- Amazon says it will fully cooperate with the EU.

Amazon is not exactly trying to fool any one about what kind of company they are:

From its 2018 Annual Report: <https://ir.aboutamazon.com/static-files/0f9e36b1-7e1e-4b52-be17-145dc9d8b5ec> page 2:

“Third-party sellers are kicking our first party butt. Badly.”

From its 2019 Letter to Shareholders (which includes its 1997 Letter to Shareholders): <https://ir.aboutamazon.com/static-files/4f64d0cd-12f2-4d6c-952e-bbed15ab1082> pages 6 and 7:

“We will make bold rather than timid investment decisions where we see a sufficient probability of gaining market leadership advantages.”

“We are planning to add music to our product offering ...”

From its 2019 Proxy Statement: <https://ir.aboutamazon.com/static-files/35fa4e12-78bd-40bc-a700-59eea3dbd23b>

The Board of Directors was against each of the 12 shareholder proposals (pages 14-40) including the one that asked for fair voting practices! I do not think that the shareholders were asking for too much:

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A BOARD IDEOLOGY DISCLOSURE POLICY

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A REPORT ON INTEGRATING CERTAIN METRICS INTO EXECUTIVE COMPENSATION

VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS

Through Amazon Prime, the company sells unlimited music for \$7.99 per month. IT IS NOT THEIR MUSIC TO SELL!!!

(It is not Apple's music either, but I already posted about that.)

Amazon has successfully drafted its by-laws and governing documents to shut out the wishes of its shareholders. In other words, the owners (shareholders) have little to no control over what this beast is doing.

Amazon Inc. would be on my Sell list.