

**RESOLVED:** Shareholders hereby request that Amazon provide a report, updated semi-annually, disclosing Amazon's:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.
2. Monetary and non-monetary political contributions and expenditures that are not tax-deductible. This includes, but is not limited to, contributions to or expenditures on behalf of political candidates, parties, committees, and other political entities that participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office; as well as any portion of any dues or similar payment made to any tax exempt organization used for an expenditure or contribution that (if made directly by Amazon) would not be deductible. The report shall include:
  - An itemized accounting that includes the identity of the recipient as well as the amount paid to each recipient of Amazon's funds that are used for political contributions or expenditures as described above;
  - Identification of the position of the Amazon person or persons who participated in the decision to make the political contribution or expenditure;

The report shall be presented to the Board's audit committee (or other relevant oversight body) and posted on Amazon's website.

#### **SUPPORTING STATEMENT**

Long-term shareholders of Amazon support transparency and accountability in corporate spending on political activities. These activities include direct and indirect contributions to candidates; political parties or organizations; independent expenditures; or electioneering communications for federal, state, or local candidates.

Disclosure is affirmed by the US Supreme Court, is in the best interest of Amazon shareholders, and is critical for compliance with federal ethics legislation. Absent transparency and accountability, Amazon money can be used in ways that harm the long-term interests and objectives of Amazon and its shareholders.

Despite assertions to the contrary, publicly available data is not readily accessible and does not provide a complete picture of Amazon's political expenditures. For example, Amazon's payments to trade associations used for political activities are entirely undisclosed and unknown.

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As evidence of this, the **CPA-Zicklin Index of Corporate Political Accountability and Disclosure** ranks Amazon at the bottom of S&P 100 companies for political disclosure – with a score of zero out of 100 points. At many companies, management does not know how trade associations use corporate money politically. This proposal asks Amazon to disclose all of its political contributions, including payments to trade associations and other tax exempt organizations. This would bring Amazon in line with more than half of the S&P 100, who have disclosure policies like these and present this information to shareholders.

Disclosure and transparency is needed for both Company and shareholders to fully evaluate the political use of corporate assets.

The bottom line is simple: Amazon either has this information and can readily share it with shareowners, or it should have it (absent which, it is failing in its duty to protect shareholder value).

Therefore, please vote **FOR** this common-sense governance policy.

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