

THOMAS P. DiNAPOLI  
STATE COMPTROLLER



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ALBANY, NEW YORK 12236

STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

July 5, 2021

Andrew R. Jassy, CEO  
Amazon.com, Inc.  
410 Terry Ave., N.  
Seattle, WA 98109

Dear Mr. Jassy:

As you may know, the New York State Common Retirement Fund's shareholder proposal requesting a racial equity audit received support from 44 percent of Amazon's shareholders at the Amazon's annual meeting on May 26, 2021—the highest level of support for a shareholder proposal in the company's history. I believe this vote shows strong support among Amazon's shareholders for the company to conduct further analysis on how it impacts civil rights, equity, diversity and inclusion, and the impacts of those issues on Amazon's business.

Moreover, Amazon continues to face scrutiny related to racial equity issues. Since the annual meeting, there have been additional reports that Amazon's Black employees believe the company's human resources department is failing them as it relates to allegations of racial bias and discrimination on the job.<sup>1</sup> Furthermore, a recent New York Times report highlighted the ways in which Amazon's work environment adversely impacts the company's U.S. warehouse workers, employees that are largely people of color.<sup>2</sup>

Without an independent audit, investors are unable to assess fully whether Amazon is addressing the risks associated with any of its corporate policies, practices, products, and services that are, or are perceived to be, discriminatory, racist, or increasing inequities. Additionally, an audit would allow Amazon, and its investors, to ensure its current policies and strategies are effectively addressing these risks.

As aligned with best corporate governance practices for shareholder proposals that receive significant support from shareholders, we look forward to hearing more from Amazon on the steps being taken to address the issues raised in the proposal. Given the importance of this issue to Amazon's long-term success, we will refile the proposal for shareholder consideration at the company's 2022 annual meeting if meaningful steps aren't taken to implement the goals of proposal.

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<sup>1</sup> <https://www.vox.com/recode/22524538/amazon-diversity-black-employees-human-resources-department>

<sup>2</sup> <https://www.nytimes.com/interactive/2021/06/15/us/amazon-workers.html>

As Amazon evaluates next steps, please feel free to contact Kyle Seeley, Corporate Governance Officer, at 518 312-8908 or [kseeley@osc.ny.gov](mailto:kseeley@osc.ny.gov) if you need more information in order to address the concerns expressed by the many shareholders who supported the racial equity audit proposal.

Sincerely,



Thomas P. DiNapoli  
New York State Comptroller

cc: Jeffery Bezos, Executive Chairman of the Board