RESOLVED: Shareholders of Amazon.com, Inc. (the "Company") request that the Leadership Development and Compensation Committee of the Board of Directors (the "Committee") take into consideration the pay grades and/or salary ranges of all classifications of Company employees when setting target amounts for senior executive officer compensation. The Committee should describe in the Company's proxy statements how it complies with this requested policy. Compliance with this policy is excused if it will result in the violation of any existing contractual obligation or the terms of any existing compensation plan.

SUPPORTING STATEMENT

This proposal encourages the Leadership Development and Compensation Committee (the "Committee") to consider whether the Company's senior executive officer compensation is internally aligned with the Company's pay practices for its other employees. To ensure that our Company's senior executive compensation is reasonable relative to our Company's overall employee pay philosophy and structure, we believe that the Committee should also consider the pay of all Company employees when setting senior executive compensation.

This proposal does not require the Committee to use employee pay data in any specific way to set senior executive compensation. Rather, this proposal is a recommended improvement to the Committee's process for setting the dollar amounts of senior executive compensation. Under this proposal, how the Committee would consider employee compensation is within its discretion. The Committee also will retain authority to use peer group data or any other relevant information when setting senior executive compensation levels.

Like at many companies, our Company has used peer group benchmarks to set its senior executive pay. Over time, using peer group benchmarks to set senior executive compensation can lead to pay inflation. Although many companies target executive compensation at the median of their peer group, certain companies have targeted their executive pay above median. In addition, peer groups may include larger or more successful companies where executive compensation is higher. (Charles Elson and Craig Ferrere, "Executive Superstars, Peer Groups and Overcompensation," Journal of Corporation Law, Spring 2013.)

High pay ratios between senior executives and other employees can negatively affect morale and productivity. According to one study, labor productivity as measured by sales per employee was lower for companies with higher pay ratios. (Samuel Block, "Income Inequality and the Intracorporate Pay Gap," MSCI, April 2016.) Another study found that high pay ratios can negatively affect consumer purchases. (Bhavya Mohan et. al., "Consumers Avoid Buying From Firms With Higher CEO-to-Worker Pay Ratios," Journal of Consumer Psychology, April 2018.)

We note that in 2021, the annual total compensation of our Company's CEO was $212.7 million compared to the Company's median employee compensation of $32,855. Nearly all of our Company's 2021 CEO compensation was in the form of time-vesting restricted stock that did not include performance criteria. The Company's CEO to median employee pay ratio was 6,474:1 in 2021, the highest pay ratio out of all S&P 500 Index companies in that year.