

Resolved: Shareholders request that the Board of Directors of Amazon.com Inc. (the “Company”) adopt a policy for improving workforce diversity by requiring that the initial pool of candidates from which new employees are hired by the Company shall include, but need not be limited to, qualified women and minority candidates (a “Diverse Candidate Search Policy”).

Supporting Statement

A diverse workforce at all levels of a company can enhance long-term company performance. Workforce diversity provides a competitive advantage to companies by helping to attract and retain talented employees, strengthening customer relationships, increasing employee satisfaction, improving corporate decision-making, and enhancing corporate reputations.

According to a recent study by McKinsey & Company, there is a “positive, statistically significant correlation between company financial outperformance and diversity, on the dimensions of both gender and ethnicity. This is evident at different levels of the organization, particularly on executive teams” (Diversity Wins: How Inclusion Matters, May 2020).

The purpose of the requested Diverse Candidate Search Policy is to assure that the Company’s recruitment pools for external hires are adequately diverse. This proposal is intended to provide flexibility to the Board of Directors to design the specific terms of a Diverse Candidate Search Policy with respect to race, ethnicity, gender, sexual orientation, disability and other groups.

This proposal is modeled on the National Football League’s adoption of the “Rooney Rule” which requires teams to interview minority candidates for head coaching and other senior positions. The Rooney Rule does not dictate who should be hired, but instead widens the talent pool by requiring a diverse set of candidates for consideration before a hiring decision is made.

We commend the steps that our Company has already taken to promote diversity, equity and inclusion. In 2018, our Company’s Board of Directors adopted new language requiring the consideration of women and minority candidates in the pool from which director candidates are selected.¹ In our view, such a policy also makes sense for our Company’s workforce hiring decisions and will complement our Company’s existing workforce diversity efforts.

We believe that a Diverse Candidate Search Policy will broaden our Company’s access to talent for recruitment and diversify its talent pipeline for management level positions. As of December 31, 2019, 72.5 percent of the Company’s global managers were men compared to 57.3 percent of the Company’s global workforce, and 59.3 percent of the Company’s U.S. managers were white compared to 34.7 percent of the Company’s U.S. workforce.²

The Black Lives Matter and #MeToo movements have highlighted the social policy significance of diversity, equity and inclusion. Many companies have also embraced the business case for promoting workforce diversity. We believe that our Company can further enhance its own diversity efforts by adopting a Diverse Candidate Search Policy as requested by this proposal.

For these reasons, we urge shareholders to vote for this proposal.

¹ <https://www.sec.gov/Archives/edgar/data/1018724/000119312518162552/d588714ddefa14a.htm>

² <https://www.aboutamazon.com/news/workplace/our-workforce-data>