

RESOLVED: Shareholders request that the Board of Directors issue a tax transparency report to shareholders, at reasonable expense and excluding confidential information, prepared in consideration of the indicators and guidelines set forth in the Global Reporting Initiative's (GRI) Tax Standard.

Supporting Statement: The GRI Standards are the world's most utilized corporate reporting standard.^[1] The GRI Tax Standard - GRI 207 - is the first comprehensive, global standard for public tax disclosure. It includes four components. GRI 207-1, 207-2, and 207-3 require companies to disclose their approach to tax; their tax governance, control, and risk management; and their stakeholder engagement and management of concerns related to tax, respectively. 207-4 requires public country-by-country reporting (CbCR) of certain company financial information, including revenues, profits and losses, and tax payments within each jurisdiction.^[2] GRI 207 also recommends disclosing "industry-related and other taxes or payments to governments." Given the significance of other project-specific payments to governments in the oil and gas sector, GRI identifies disclosures of all significant project-level payments to governments as relevant for that sector in reporting under the Tax Standard.^[3]

Tax transparency is increasingly important to investors. The PRI, representing investors with \$89 trillion assets under management, states that tax avoidance is a key driver of inequality.^[4] Economic challenges have increased government concern about corporate tax avoidance, and 96% of US companies expect more tax disputes as governments become more rigorous in tax examinations.^[5]

In October 2021, 136 countries agreed to a global tax reform framework.^[6] Further, in November 2021, the European Union approved a directive to implement public CbCR for large multinationals operating there.^[7] In October 2022, the Australian government proposed inclusion of CbCR for multinational companies contracted by the government in the 2022-2023 federal budget.^[8]

Currently, Amazon does not disclose revenues, profits or tax payments in non-US markets, challenging investors' ability to evaluate the risks to our company of taxation reforms, or whether Amazon is engaged in responsible tax practices that ensure long term value creation for the company and the communities in which it operates.

Amazon's approach to taxation has been repeatedly challenged by tax authorities globally.^[9] In 2020, Amazon was singled out by President Biden as having paid no federal corporate income tax in the U.S.^[10]

A GRI-compliant tax transparency report would bring Amazon.com in line with leading companies who report using the Tax Standard,^[11] Our company already reports CbCR information to OECD tax authorities privately, so any increased burden is negligible.

We urge shareholders to vote FOR this proposal.

[1] <https://assets.kpmg/content/dam/kpmg/xx/pdf/2020/11/the-time-has-come.pdf>

[2] <https://www.globalreporting.org/standards/media/2482/gri-207-tax-2019.pdf>

[3] <https://www.globalreporting.org/standards/standards-development/sector-standard-for-oil-and-gas/>

[4] <https://www.globalreporting.org/about-gri/news-center/backing-for-gri-s-tax-standard/>

[5] <https://www2.deloitte.com/content/dam/Deloitte/global/Documents/Tax/gx-beps-global-survey-summary-results-2022.pdf>

[6] <https://www.oecd.org/tax/international-community-strikes-a-ground-breaking-tax-deal-for-the-digital-age.htm>

[7] <https://www.internationaltaxreview.com/article/b1vf7yc65qpzcd/this-week-in-tax-eu-on-track-for-public-cbr-by-2023>

[8] <https://home.kpmg/us/en/home/insights/2022/10/tnf-australia-public-cbc-reporting-proposed-federal-budget.html>

[9] <https://www.reuters.com/article/us-france-amazon-tax-idUSKBNiFP1FU>;
<https://theguardian.com/technology/2017/pct/04/amazon-eu-tax-irish-government-apple>

[10] <https://reuters.com/article/us-usa-biden-amazon-taxes-idUSKBN2BN3LL>

[11] <https://www.globalreporting.org/news/news-center/momentum-gathering-behind-public-country-by-country-tax-reporting/>