

UNITEDfor RESPECT

EDUCATION FUND

[Amazon.com](https://www.amazon.com), Inc. (NASDAQ: AMZN)

Memorandum in Support of the Floor Proposal

We urge shareholders to vote FOR the Floor Proposal requesting the establishment of an independent Artificial Intelligence and Automation Advisory Council (“AI Advisory Council” or the “Council”) at the May 20, 2026, Annual General Meeting of Amazon.com, Inc. (“Amazon” or the “Company”). The proposal was submitted by United for Respect Education Fund Co-Executive Director Bianca Agustin.

INTRODUCTION

As Amazon rapidly scales AI and automation across its operations, the absence of independent oversight presents material governance, operational, and reputational risks for long-term investors. An AI Advisory Council, as proposed, would provide critical guidance to the Board and Company management, enhancing oversight of technology-related risks, safeguarding long-term shareholder value, and aligning Amazon’s deployment of advanced technologies with the Company’s public commitments and investor expectations for accountability and transparency.

The proposal calls on the Company to establish and maintain an independent AI Advisory Council to provide oversight, review, and recommendations on the deployment of artificial intelligence, robotics, and automated decision-making technologies. Given the Company’s scale and market influence, its technology decisions carry outsized consequences for workers, communities, and the broader economy. The Proponent and other shareholders believe this concentration of impact warrants stronger, independent oversight to ensure these systems are implemented with appropriate safeguards and accountability. Absent such structures, the Company faces heightened legal, reputational, and operational risks associated with large-scale technology investment and deployment.

The Council would be composed primarily of hourly warehouse associates and other frontline workers from the Company’s logistics operations, alongside independent experts and worker advocates with demonstrated expertise in civil rights, labor standards, occupational safety, and technology ethics. This stakeholder-informed composition is intended to ensure that oversight reflects on-the-ground realities while providing the Board with independent, specialized analysis.

Amazon has articulated a Responsible AI framework¹ anchored in core priorities such as fairness, safety, and transparency, and aligned with internationally recognized standards, including those advanced by the OECD AI Policy Observatory.² These commitments emphasize the importance of assessing disparate impacts, preventing harm, and enabling informed stakeholder engagement.

However, available reporting and worker feedback point to persistent gaps between these stated principles and their implementation in practice—particularly with respect to safety protections and transparency for hourly workers. This disconnect raises material governance concerns and underscores the need for formal, independent oversight. Establishing an AI Advisory Council would help bridge this gap by ensuring the Company’s technology deployment is consistently aligned with its public commitments and equipped to manage the legal, operational, and reputational risks associated with large-scale AI adoption.

These concerns have already prompted coordinated investor action. United for Respect Education Fund, together with 30 other shareholders, co-filed a shareholder proposal led by the American Baptist Home Mission Society. The proposal called on Amazon to align its AI practices with its stated Responsible AI commitments. Rather than engage, the company chose to exclude the proposal by relying on the SEC’s temporary “no-objection” process—sidestepping meaningful investor dialogue and raising serious concerns about the Board’s accountability to shareholders and transparent, responsive governance.

To ensure these concerns are still addressed, the Proponent submitted the floor proposal for the May 2026 Annual Meeting and urges shareholders to vote FOR the proposal for the following reasons:

- **AI-Driven Safety Risks:** AI and automation are accelerating work intensity in ways that increase the risk of serious, life-altering injuries while constraining operational flexibility for workers and diminishing workers’ ability to exercise human judgment. Shareholders are limited in their ability to assess whether safeguards adequately mitigate the operational, safety, and workforce risks of large-scale technological deployment without independent oversight.
- **Corporate Governance and Transparency:** The Company’s refusal to engage meaningfully on a proposal filed by over three dozen investors raises fundamental governance concerns that extend beyond any single policy issue. By limiting dialogue on how AI and automation are deployed across its operations, Amazon reduces transparency into systems that materially affect workers, customers, and investors. This lack of disclosure constrains shareholders’ ability to assess whether automated decision-making aligns with stated policies and whether emerging risks are being addressed in a timely manner.
- **Imbalanced Capital Allocation:** Amazon’s continued emphasis on scaling AI, robotics, and advanced technologies infrastructure, without corresponding investment in safeguards for frontline workers, raises concerns about the Company’s capital allocation and risk management priorities. This imbalance may heighten exposure to operational

¹ <https://aws.amazon.com/ai/responsible-ai/>

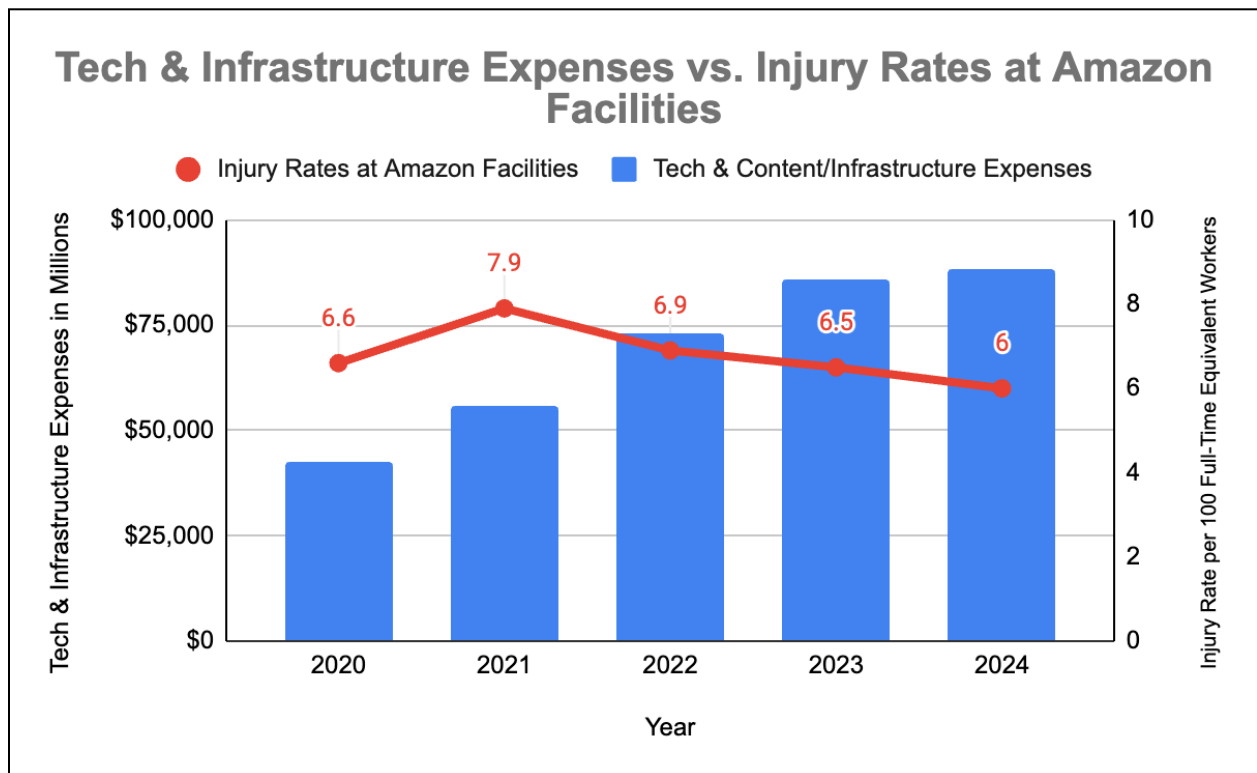
² <https://oecd.ai/en/dashboards/ai-principles/P6>

disruptions, regulatory scrutiny, and workforce attrition, all of which carry potential long-term financial implications for shareholders.

- **Strategic Imperative:** Integrating worker perspectives into AI governance is a recognized and necessary strategy for fostering responsible innovation and generating long-term shareholder value. By incorporating frontline worker perspectives alongside independent expertise, the Company can better align system performance with operational realities, reduce implementation blind spots, and ensure that efficiency gains do not come at the expense of safety, stability, or workforce sustainability.

SAFETY RISKS PERSIST AS AMAZON SCALES AI AND AUTOMATION

Although Amazon assures workers, investors, and other stakeholders that automation will improve workplace safety, a 2025 report from the Strategic Organizing Center (SOC) found that recordable injury rates increased in 38% of warehouses from 2023 to 2024,³ raising questions about whether these benefits are materializing in practice. At the same time, the Company has invested \$346 billion⁴ in technology and infrastructure since 2020, an increase of nearly 50%, while the overall injury rate has declined by only 10%, suggesting a widening gap between capital deployment and realized safety outcomes.



³https://thesoc.org/wp-content/uploads/2025/05/May-2025_Strategic-Organizing-Center_Report-x-Failure-To-Deliver.pdf

⁴ <https://ir.aboutamazon.com/annual-reports-proxies-and-shareholder-letters/default.aspx>. Based upon expenses from Amazon Annual Report Technology and Content Expenses from 2020-2023, and Technology and Infrastructure Expenses from 2024-2025.

Furthermore, the increased pace of work driven by robotics and algorithmic management systems may have significant implications for workers' physical and mental health. In a 2024 report by the Global Partnership on Artificial Intelligence ("GPAI"), warehouse workers in the U.K. described how algorithmically driven productivity demands, combined with long working hours, contributed to persistent physical strain and fatigue that made it difficult to perform basic, daily activities after their shift, such as housework, driving, and riding a bike home.⁵

In the United States, multiple investigations have found that Amazon's warehouse injury rates are higher than those at comparable non-Amazon facilities. A 2024 report by the U.S Senate Committee on Health, Education, Labor, and Pensions ("HELP") found that Amazon forces workers to move at unsafe speeds and in ways that cause musculoskeletal disorders.⁶ Despite longstanding awareness of these conditions, shareholders remain concerned that investments in worker safety have not kept pace with the scale and intensity of operational demands, raising serious questions about the adequacy of current protections for warehouse employees.⁷

Shortly after the HELP Committee released its report, Amazon agreed to a Corporate-Wide Settlement and Stipulation Agreement ("CSA") with the U.S. Occupational Safety and Health Agency ("OSHA") in order to resolve a series of health and safety citations and proposed penalties imposed on the Company for exposing workers to ergonomic hazards likely to cause musculoskeletal disorders.⁸ As part of the CSA, Amazon is required to post the agreement in all its warehouses and implement policies that would eliminate or materially reduce ergonomic hazards. However, evidence collected by United for Respect from multiple warehouse facilities indicates that Amazon is not in compliance with the CSA, having not posted it or resolved ergonomics hazards reported by workers.

Although the Company proclaims that AI and automation are integral to improving workplace safety, Amazon warehouse workers have not seen any improvements, nor do they expect to. Jason C., a warehouse worker from Delaware, said, "As for safety, I don't really see changes because of AI yet. But I do think it's coming. I can see a future where AI is used to determine what is safe and unsafe and dictate what workers can and can't do. Do I see it helping associates? No. I think it's more likely to make jobs harder and less efficient."

Amazon's promises to address warehouse safety issues have largely gone unfulfilled. The Strategic Organizing Center reported that in 2024, Amazon's warehouse injury rate was 66% higher than that of non-Amazon facilities.⁹ In the same period, the Company announced a \$100 billion commitment over the next decade to data centers, signaling substantially greater long-term capital allocation toward AI infrastructure than toward addressing persistent warehouse safety challenges.¹⁰

⁵ <https://wp.oecd.ai/app/uploads/2025/05/fairwork-amazon-report-2024.pdf>.

⁶ https://www.help.senate.gov/imo/media/doc/amazon_investigation.pdf.

⁷ https://www.help.senate.gov/imo/media/doc/amazon_investigation.pdf.

⁸ <https://www.osha.gov/sites/default/files/2024-12/12202024-OSHA-Amazon-Ergo-Agreement-Fully-Executed-Public-Facing-Addresses-Redacted.pdf>.

⁹ https://thesoc.org/wp-content/uploads/2025/05/May-2025_Strategic-Organizing-Center_Report-x-Failure-To-Deliver.pdf.

¹⁰ <https://www.wsj.com/tech/ai/amazon-investment-artificial-intelligence-3fc99732>.

OPAQUE ALGORITHMIC MANAGEMENT UNDERMINES TRANSPARENCY

The algorithmic management functions of AI can have profound and far-reaching consequences for workers. Rigid algorithms or software glitches can lead to inequitable and life-altering outcomes. At Amazon, algorithmic management is structured to maintain worker isolation, instill fear, and aggressively maximize productivity. In practice, this can erode worker autonomy and contribute to forms of informal resistance as employees attempt to navigate systems that increasingly reduce their labor to performance metrics rather than human judgment.¹¹

The GPAI report also found that highly rigid work processes left workers feeling demoralized and disempowered in the face of a pervasive and nontransparent algorithmic system.¹² Workers reported not being told how target work rates or package quotas were calculated, nor were they given information on how performance thresholds were set. Instead, they only learned that they had not reached the target rate when they fell in the bottom 5% relative to peers and subsequently received automated disciplinary alerts via tracking software.¹³

Amazon's peers recognize that the responsible development and deployment of AI requires structured, ongoing engagement with workers. In 2023, the American Federation of Labor and Congress of Industrial Organizations ("AFL-CIO") and Microsoft Corp. announced the creation of a tech-labor partnership to expand workers' roles in building trustworthy AI systems, reflecting a growing consensus that responsible AI governance depends on meaningful participation from those most directly affected.

In contrast, Amazon warehouse workers have limited insight into how algorithmic systems are used to create productivity rates, set performance targets, and trigger disciplinary actions.. This lack of transparency represents a material corporate governance concern and limits the ability of workers, customers, and investors to evaluate whether these systems are being deployed in a manner consistent with the Company's stated principles.

BUSINESS CASE FOR AI ADVISORY COUNCIL

Incorporating worker perspectives into AI governance is a strategic imperative for responsible innovation and long-term value creation. A growing body of research underscores that effective AI deployment in the workplace depends on structured input from those most directly affected. A white paper from the MIT Sloan School of Management, for example, calls for the establishment of worker advisory bodies to surface both the risks and opportunities associated with generative AI, helping organizations design systems that are more effective, resilient, and aligned with real operational conditions.¹⁴

¹¹ <https://logicmag.io/bodies/surviving-amazon/>.

¹² <https://wp.oecd.ai/app/uploads/2025/05/fairwork-amazon-report-2024.pdf>.

¹³ <https://wp.oecd.ai/app/uploads/2025/05/fairwork-amazon-report-2024.pdf>.

¹⁴ <https://mitsloan.mit.edu/centers-initiatives/institute-work-and-employment-research/bringing-worker-voice-generative-ai>.

This view is reinforced by the experience of work councils in advanced industrial economies, which are widely recognized as critical mechanisms for aligning technological change with productivity and workforce development. As Daron Acemoglu of the Massachusetts Institute of Technology—Nobel Prize-winning economist and leading scholar on automation—has noted in the context of Germany’s labor institutions, work councils facilitate communication on working conditions, provide a structured channel for workers to engage in the introduction of new technologies, and play a central role in ensuring workers have a voice in how technologies are deployed, that their skills are effectively utilized, and that they receive the training needed to transition into emerging tasks.¹⁵

Work councils play a critical role for workers to have their voices heard on what new technologies are coming to make sure that their skills are utilized, and to get additional training to become better at the new tasks that are emerging. These sorts of issues are a central part of the focus for work council communications.

Daron Acemoglu, MIT (Nobel Prize in Economic Sciences)

A 2019 Aspen Institute report provides a clear blueprint for how employers can navigate the opportunities and risks of a rapidly evolving, technology-driven economy. It warns that companies that fail to account for the workforce impacts of automation risk not only operational disruption but also weakened long-term competitiveness and diminished value creation, and advocates for greater inclusion of worker voice in firms’ technological innovation and adoption decisions. The report contends that a business can strengthen its value proposition against disruptive “digital entrants” by “adopting automation methods that marry data, automation, and worker insights,” which in turn requires, “systematic engagement between workers and managers on the question of how to implement automation technology.”¹⁶

A 2024 report from the Center for Labor and a Just Economy at Harvard Law School (“CLJE”) underscores the critical importance of involving workers and worker organizations in the deployment of AI in the workplace.¹⁷ It proposes the creation of “AI Impact Monitors,” elected by co-workers, to systematically track and evaluate how AI systems are used, while also ensuring workers have access to accurate information about their rights and the effects of these technologies on their work. While recognizing AI’s potential to improve productivity and workplace conditions, the report emphasizes that “workers are in the best position to ensure that we understand all the implications of the rise of AI in the workplace—not just to ensure the health, humanity, and safety of the workers themselves, but also to strengthen democracy in the workplace, and thereby strengthen democracy for us all.”¹⁸

¹⁵ <https://equitablegrowth.org/in-conversation-with-darongreatergreatautomation's-acemoglu/>.

¹⁶ <https://www.aspeninstitute.org/publications/automation-and-a-changing-economy-policies-for-shared-prosperity/>.

¹⁷ <https://clje.law.harvard.edu/app/uploads/2024/01/Worker-Power-and-the-Voice-in-the-AI-Response-Report.pdf>.

¹⁸ <https://clje.law.harvard.edu/app/uploads/2024/01/Worker-Power-and-the-Voice-in-the-AI-Response-Report.pdf>.

CONCLUSION

By establishing an AI Advisory Council composed of frontline workers and subject-matter experts, Amazon can institutionalize a governance framework that enhances its ability to identify, evaluate, and mitigate workforce-related risks at scale while improving the design, deployment, and accountability of its technologies. In doing so, the Company would strengthen the integrity of its Responsible AI commitments, support more resilient and effective operations, and better align technological advancement with long-term, sustainable value creation for shareholders.

For these reasons, I urge shareholders to vote FOR the Floor Proposal requesting an AI Advisory Council at the May 20, 2026, Annual Meeting.