

1745 Copperleaf Ct
Concord, CA 94519
September 22, 2021

Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109
via post mail & email David A. Zapolsky zapolsky@amazon.com, Mark Hoffman markhoff@amazon.com,
Sarah Oxford sooxford@amazon.com

Re: Proposal to 2022 Stockholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our company's proxy materials for the 2022 annual meeting of stockholders and a letter confirming my shares. I will continuously hold these shares through the 2022 annual meeting of stockholders.

The SEC and many honest companies have had email accounts to receive shareholder proposals for many years. I would request that Amazon provide an email to officially receive proposals from stockholders. Some companies purposely do not accept proposals via email to deny shareholders' right to submit proposals. For example, I submitted a proposal to Gilead Sciences' 2020 stockholders meeting on November 13, 2019 via email, post regular and certified mails. The record showed that my email was received by Gilead Sciences, and the USPS records show that my certified mail was delivered to Gilead Sciences as well. However, Gilead Sciences denied that they received my proposal but offered a false "courtesy" to consider my proposal for the 2021 Annual Meeting (see <https://cpri.tripod.com/cpr2020/Zhao-SEC-Gilead.pdf>).

I encourage Amazon to engage with shareholders on these important policy issues. I am available in person in San Francisco Bay Area to meet you and via teleconference between 9am – 5pm Monday-Friday at 925-643-5034 or at zhao.cpri@gmail.com from today to December 15, 2021 and beyond.

Yours truly,



Jing Zhao

Enclosure: Stockholder proposal

Letter of shares

Stockholder Proposal on Democratic Reform of the Board Election

Resolved: stockholders recommend that Amazon.com, Inc. (the Company) reform the election of the board to list more candidates than the number of the board of directors to be elected.

Supporting Statement

“Director compensation has now soared to a level that inevitably makes pay a subconscious factor affecting the behavior of many non-wealthy members.... Frequently, the possession of one such directorship bestows on its holder three to four times the *annual* [originally emphasized] median income of U.S. households.... If the NWD [non-wealthy director] has seriously challenged his/her present CEO’s compensation or acquisition dreams, his or her candidacy will silently die. When seeking directors, CEOs don’t look for pit bulls. It’s the cocker spaniel that gets taken home.” –Warren E. Buffett, Chairman of the Board of Berkshire Hathaway, February 22, 2020.

Since February 2020, the world has changed dramatically. U.S. billionaires have seen their wealth surge \$1.8 trillion during the pandemic, their collective fortune skyrocketing by 62 percent from just short of \$3 trillion at the start of the COVID crisis on March 18, 2020, to \$4.8 trillion on August 17, 2021, according to a report from Americans for Tax Fairness and the Institute for Policy Studies Program on Inequality (<https://ips-dc.org/u-s-billionaires-62-percent-richer-during-pandemic/>).

The American corporate boards and executives have become a class of oligarchy, as defined by Aristotle, according to his *Politics*. In this great classic, Aristotle demonstrated that in a stable polis, the ratio of the rich citizen’s land to the poor citizen’s land should not be over 5 to 1. However, according to Notice of 2021 Annual Meeting of Shareholders (p. 69, p.74), in 2020 our Company’s CEO Amazon Web Service’s pay ratio is 1236 to 1 (\$35,848,449 to \$29,007), and CEO Worldwide Consumer’s pay ratio is 1596 to 1 (\$46,288,671 to \$29,007). Human nature has not changed that far, that abruptly, that absurdly.

One of the main problems is that corporate boards are not democratically elected. The board needs democratic reform to elect members from more diversified candidates. Shareholders should have the right to choose from more candidates than the number of the board of directors to be elected.

This democratic reform proposal should be implemented as not to violate any contractual obligations, with amendments to the Company’s governing documents as needed. The board has the flexibility to implement this proposal to design the criteria and process to nominate at least one more candidate than the number of directors of the board to be elected.