

## Amazon/亚马逊公司2024年股东会议设立公共政策委员会的提案

2023年9月22日，我收到TD Ameritrade提供的Amazon/亚马逊公司股份证明<sup>1</sup>，立即给公司发出提案。

### Stockholder Proposal on Establishing a Public Policy Committee

#### 关于设立公共政策委员会的股东提案

Resolved: stockholders recommend that the Board of Amazon.com, Inc. establish a Public Policy Committee./决议：股东们建议董事会设立一个公共政策委员会。

#### Supporting Statement/支持提案的声明

Amazon needs a Public Policy Committee to assist the Board to oversee public policy issues including human rights, corporate social responsibility, diversity, equity, inclusion, climate pledge, renewable energy, net-zero carbon shipment, vendor chain management, charitable giving, political activities and expenditures, governmental regulations, international relations, unionization and other public issues that affect Amazon 's operations, performance, public reputation, and shareholders' value. Many public policy issues have been voted at our previous shareholders meetings, many more public policy issues will come because Amazon does not have a Public Policy Committee./ 亚马逊需要一个公共政策委员会来协助董事会监督公共政策问题，包括人权、企业社会责任、多样性、公平、包容性、气候承诺、可再生能源、净零碳运输、供应商链管理、慈善捐赠、政治活动和支出、政府法规、国际关系、工会以及其他影响亚马逊运营、业绩、公众声誉和股东价值的公共问题。因为亚马逊没有一个公共政策委员会，许多公共政策问题已经在我们之前的股东大会上进行了投票，更多的公共政策问题将会出现。

The corporate governance is like a social contract between the public (including shareholders, employees, users and the general public) and the corporate board: the public gives the board a free hand to run the corporate business so there is no companywide union in Amazon, there is no employee representation on board, and the board is nominated and elected without any competition (the number of candidates is the same number of board seats). Particularly for Amazon, the board needs further efforts prevent from abusing the public trust./ 公司治理就像公众（包括股东、员工、用户和公众）与公司董事会之间的社会契约：公众让董事会可以自由地经营公司业务，因而亚马逊不存在全公司范围的工会，董事会中没有员工代表，董事会的提名和选举不存在任何竞争（候选人人数与董事会席位数相同）。特别是对于亚马逊来说，董事会需要进一步努力防止滥用这种公众信任。

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<sup>1</sup> 我的有些退休基金账号依然留在TD Ameritrade，要等到2024年才转到Charles Schwab。TD Ameritrade一直规范化地提供这些账号里的公司股份的证明。

About 7% of the companies in the S&P 500 had a separate board committee responsible for public policy. Considering Amazon's giant size and complex operations of business worldwide, even if there are only 0.7% of the companies in the S&P 500 having a public policy committee, Amazon must be one of them./标准普尔 500 指数中约有 7% 的公司设有单独的负责公共政策的董事会委员会。考虑到亚马逊在全球范围内的庞大规模和复杂的业务运营，即使标普 500 指数中只有 0.7% 的公司拥有公共政策委员会，亚马逊也必须是其中之一。

这个提案是我的 2023 年股东会议提案的复制，因为 2023 年的提案得到 462,033,238（6.35%）赞同，超过 5%，可以继续以相同内容提案，公司无法排除<sup>2</sup>。

10 月 3 日，我意外收到（老对手）Gibson, Dunn & Crutcher LLP 律师行来函，说我的提案信（不是提案内容）中提示的与公司会谈的时间范围不符合美国证券交易委员会 SEC 的说法，有“程序缺欠”。我 10 月 4 日回复说明我提示的时间范围大于 SEC 的要求，不是“程序缺欠”，但也按照律师的要求重新设定会谈时间范围。

不久，公司的高级律师 Ju 与我直接联系要求会谈。我们 10 月 11 日举行电话会谈。这种公司只有一人出席的会谈不具有太大价值，只是例行公事，确认我的意向。我解释说，付诸表决本身不是目的，改善企业治理才是目的。如果公司愿意学习 Intel、Microsoft 公司那样听取外部专家意见并部分接受我的提案，我可以主动撤回提案。他说会转达给公司考虑。最后，我好奇地问他来自何方。他回答说他本人来自纽约，他的父辈来自韩国，但他的先祖是中国著名的哲学家朱熹。

从我这几年与 Amazon 交往的经验，把我的提案付诸表决比召集外部专家会议改进公共政策，对于公司而言代价小多了。所以可以最先确认这个提案将付诸明年股东年会表决。

[赵京，中日美比较政策研究所，2023年11月3日]

### 【补记】

2024年3月12日，Gibson, Dunn & Crutcher LLP 律师行来函，确认公司将会把我的提案付诸表决，并请我过目公司董事会的反对声明。鉴于这是董事会的正式声明，有必要翻译出来(6个注释引用没有列出)。

Why We Recommend You Vote Against This Proposal/为什么我们建议您投票反对此提案

- Our current Board and committee structure, which allocates oversight responsibilities among the

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<sup>2</sup>赵京，Amazon/亚马逊公司2023年股东年会公共政策委员会提案，2023年5月26日。

full Board and each of its committees, already provides an appropriate level of oversight of the types of public policy, environmental, social, governmental, regulatory, and human capital matters raised in the proposal. For example, the Nominating and Corporate Governance Committee is responsible for overseeing and monitoring Amazon's policies and initiatives relating to our environmental, sustainability, and corporate social responsibility practices, and also regularly reviews public policy, government relations, and public relations initiatives. The Audit Committee is responsible for overseeing our policies, procedures, and reports with respect to political contributions and lobbying expenses./我们目前的董事会和委员会结构在整个董事会及其每个委员会之间分配了监督职责，已经对该提案中的公共政策、环境、社会、政府、监管和人力资本问题的类型提供了适当的监督。例如，提名和公司治理委员会负责监督和监控亚马逊与我们的环境、可持续发展和企业社会责任实践相关的政策和举措，并定期审查公共政策、政府关系和公共关系举措。审计委员会负责监督我们有关政治捐款和游说费用的政策、程序和报告。

- This oversight structure has supported and helped drive Amazon's commitment to corporate social responsibility and many of the other matters raised in the proposal, as reflected by our current policies, practices, and initiatives, including for example our commitments regarding the environment, sustainability, diversity, equity and inclusion, and worker safety./这种监督结构支持并帮助推动亚马逊对企业社会责任的承诺以及提案中提出的许多其他事项，正如我们当前的政策、实践和举措所反映的那样，例如，包括我们对环境、可持续性、多样性、公平和包容性以及工人安全的承诺。

- Because our current structure already provides appropriate Board and committee oversight of, and has supported and helped drive, Amazon's commitments to such public policy, environmental, social, governmental, regulatory, and human capital matters, we believe that adding a separate Board committee overseeing such matters would be redundant and counterproductive./因为我们目前的结构已经为亚马逊对此类公共政策、环境、社会、政府、监管和人力资本事务的承诺提供了适当的董事会和委员会监督，并支持和帮助推动了这一承诺，所以我们认为增加一个单独的董事会委员会来监督此类问题将是多余的并且会适得其反。

Our Current Board and Committee Structure Already Provides an Appropriate Level of Oversight of the Types of Public Policy, Environmental, Social, Governmental, Regulatory, and Human Capital Matters Raised in the Proposal/我们目前的董事会和委员会结构已经为提案中提出的公共政策、环境、社会、政府、监管和人力资本事务类型提供了适当的监督水平

We believe that our current Board and committee structure already provides an appropriate level of oversight of the types of public policy, environmental, social, governmental, regulatory, and human capital matters raised in the proposal. The full Board has overall responsibility for risk oversight and regularly oversees and reviews reports from management on various aspects of our business, including related risks and strategies for addressing them. In addition, the Board has delegated responsibility

related to certain risks to our standing Board committees, which are comprised solely of independent directors. Under its charter, the Nominating and Corporate Governance Committee is responsible for overseeing and monitoring the Company's policies and initiatives relating to our environmental, sustainability, and corporate social responsibility practices, including the Company's progress on The Climate Pledge, risks related to human rights and ethical business practices, and risks related to our operations and supply chain and engagement with customers, suppliers, and communities. The Committee also regularly reviews the Company's public policy, government relations, and public relations initiatives. In addition, the Leadership Development and Compensation Committee is responsible for overseeing and monitoring our strategies and policies related to human capital management within our workforce, including with respect to policies on diversity, equity, and inclusion, our workplace environment and safety, and corporate culture. The Audit Committee is responsible for overseeing our policies, procedures, and reports with respect to political contributions and lobbying expenses, including donations to trade associations and social welfare organizations. Finally, the Security Committee is responsible for overseeing our policies and procedures for protecting our cybersecurity infrastructure and for compliance with applicable data protection and security regulations, and related risks. These committees regularly meet with, and receive updates from, management on Amazon's policies, practices, and initiatives relating to such matters./我们相信，我们目前的董事会和委员会结构已经对提案中提出的公共政策、环境、社会、政府、监管和人力资本事务类型提供了适当的监督。全体董事会全面负责风险监督，并定期监督和审查管理层关于我们业务各个方面的报告，包括相关风险和解决这些风险的策略。此外，董事会已将与某些风险相关的责任委托给我们的常设董事会委员会，这些委员会仅由独立董事组成。根据其章程，提名和公司治理委员会负责监督和监督公司与环境、可持续发展和企业社会责任实践相关的政策和举措，包括公司在气候承诺方面的进展、与人权和道德相关的风险 业务实践以及我们的运营和供应链以及与客户、供应商和社区的互动相关的风险。该委员会还定期审查公司的公共政策、政府关系和公共关系举措。此外，领导力发展和薪酬委员会负责监督和监控我们与员工队伍中人力资本管理相关的战略和政策，包括多样性、公平和包容性、工作场所环境和安全以及企业文化方面的政策。审计委员会负责监督我们有关政治捐款和游说费用（包括向行业协会和社会福利组织的捐款）的政策、程序和报告。最后，安全委员会负责监督我们的政策和程序，以保护我们的网络安全基础设施，并遵守适用的数据保护和安全法规以及相关风险。这些委员会定期与管理层会面，并从管理层那里接收有关亚马逊与此类事项相关的政策、实践和举措的最新信息。

This Oversight Structure Has Facilitated Our Commitments to the Public Policy, Environmental, Social, Governmental, Regulatory, and Human Capital Matters Raised in the Proposal/这种监督结构促进了我们对提案中提出的公共政策、环境、社会、政府、监管和人力资本事务的承诺

Our existing oversight structure has supported and helped drive our commitments to the types of

public policy, environmental, social, governmental, regulatory, and human capital matters raised in the proposal. As reflected in our Leadership Principles and Positions, we are committed to corporate social responsibility and recognize that our local communities, planet, and future generations need us to be better every day. Our policies, practices, procedures, and public disclosures address a wide array of matters relevant to our business, including many of those raised by the proposal such as diversity, equity, and inclusion, The Climate Pledge, renewable energy, and our supply chain. We report on these initiatives and our performance as a corporate citizen in a number of different ways, including in our annual sustainability report titled “Building a Better Future Together,” our safety reporting, and on our websites.<sup>6</sup> We devote significant time and resources to enhancing transparency about these initiatives, which build on Amazon’s long-term commitment to sustainability and to supporting our employees, partners in our supply chain, and our communities./我们现有的监督结构支持并帮助推动我们对提案中提出的公共政策、环境、社会、政府、监管和人力资本事务类型的承诺。正如我们的领导原则和立场所反映的那样，我们致力于企业社会责任，并认识到我们的当地社区、地球和子孙后代需要我们每天变得更好。我们的政策、实践、程序和公开披露涉及与我们业务相关的广泛事项，包括提案中提出的许多事项，例如多样性、公平和包容性、气候承诺、可再生能源和我们的供应链。我们以多种不同的方式报告这些举措以及我们作为企业公民的表现，包括在题为“共同建设更美好未来”的年度可持续发展报告、我们的安全报告以及我们的网站中。我们投入了大量的时间和资源提高这些举措的透明度，这些举措建立在亚马逊对可持续发展的长期承诺之上，并支持我们的员工、供应链中的合作伙伴以及我们的社区。

Our current Board and committee structure already provides appropriate oversight of, and has supported and helped drive, our commitments to public policy, environmental, social, governmental, regulatory, and human capital matters relevant to our business, including the matters raised in the proposal. Accordingly, we believe that adding a separate Board committee overseeing such matters would be redundant and counterproductive./我们目前的董事会和委员会结构已经对与我们业务相关的公共政策、环境、社会、政府、监管和人力资本事务（包括提案中提出的事务）的承诺提供了适当的监督，并支持和帮助推动。因此，我们认为增加一个单独的董事会委员会来监督此类事务将是多余的且会适得其反。

The Board of Directors recommends a vote “AGAINST” this proposal requesting an additional Board committee to oversee public policy./董事会建议对此项要求增设董事会委员会监督公共政策的提案投“反对”票。

我思考几天后，3月16日致函公司高级律师Ju “As our company Amazon is preparing for the 2024 shareholders proxy statement, I would like to suggest that I change the typos in my proposal so shareholders can read my proposal easier./由于我们公司亚马逊正在准备2024年股东年会材料，我建议我更改变我的提案中的笔误，以便股东们可以更轻松地阅读我的提案。English is my third

language. In my 2013 proposal to Goldman Sachs, the SEC allowed me to change one word in my proposal to be voted at the meeting./英语是我的第三语言。在我 2013 年向高盛提交的提案中，SEC 允许我更改提案中的一个词，以便在会议上进行投票。Certainly, shareholders will have no problem understanding my proposal correctly, so it is okay to print my original proposal as well./当然，股东们会没有问题正确理解我的提案，所以打印我原来的提案也可以。”

3月18日，我意外收到了Ju的回函，同意修改我的提案的两处笔误。

考虑到我已经有2021年半个提案（我把付诸表决的机会让给了提交内容相同提案的机构性股东们）、2022年、2023年和2024年提案付诸表决，我的资源和企业治理关注内容有限，就回复Ju：“You are truly the great philosopher 朱熹/Ju's descendant. Once I purposely went to Taiwan to look at his handwriting./您真是伟大哲学家朱熹的后代。有一次我特意去台湾看他的字迹。Yes, please make the edits as you highlighted. /是的，请按照您突出显示的进行修改。Furthermore, while I will continue to hold our company's shares, I will not submit formal proposals in the future. I would like to communicate with you and others directly regarding corporate governance concerns./此外，虽然我将继续持有我们公司的股份，但我将来不会提交正式提案。我愿意就公司治理问题与您和其他人直接沟通。”

Ju马上回复，感谢我，并让我以后随时与他联系。

2023年股东年会上，公司的高层报酬提案只得到68%股份赞同，高达32%股份反对。除了最大的股东（创始人兼董事会执行主席Bezos）持有11%股份赞同，第2-21大的股东中有13股东（65%）赞同，3股东（15%）不明确，4股东（20%）反对；第22-51大的股东中有50%赞同或不明确，50%反对<sup>3</sup>。很显然，持股第52位以下的百万以上的中小股东的绝大多数都投了反对票。

2024年股东年会于5月22日召开，除了公司的前3个提案，有14个股东提案，显示各种不同阶层、集团利用Amazon这个超级公司的股东年会这个平台诉诸社会议题，正说明有必要设立公共政策委员会。值得关注的公司的高层报酬第3号提案得到5,878,960,949股（77.7%）赞同，1,687,781,127股（22.3%）反对。我的第4号提案得到490,254,237股赞同（6.6%），6,930,488,473股反对（93.4%），171,568,705股弃权，1,260,267,192股未投票。我今年的提案与去年相同，也获得超过5%股份赞同，但没有超过15%，不可以明年连续第3次提案。当然，Amazon的企业治理还有很多领域需要改进，但我2021-2024年的4个提案<sup>4</sup>已经反映了我的主要关注，在董事会的4次（反对）声明的政策陈述和公共教育等方面达到了初步成果，我计划把有限的资源转到Amazon以外的公司。

[赵京，中日美比较政策研究所，2024年5月26日]

<sup>3</sup> Amazon Notice of 2024 Annual Meeting of Shareholders & Proxy Statement, p.88.

<sup>4</sup>赵京：“改革Amazon/亚马逊公司的高层报酬政策”，2020年1月10日。赵京：“改革Amazon/亚马逊公司董事会结构的提案”，2021年2月20日。赵京，Amazon/亚马逊公司董事会的民主选举提案，2022年3月19日初稿，2022年5月27日补充。赵京，Amazon/亚马逊公司2023年股东年会公共政策委员会提案，2023年5月26日。