

RESOLVED: Shareholders request that the Board of Directors of Amazon.com, Inc. (the “Company”) charter a new committee of independent directors on Artificial Intelligence (“AI”) to address human rights risks associated with the development and deployment of AI systems. The committee charter shall authorize the committee to meet with employees, customers, suppliers, and other relevant stakeholders at the discretion of the committee, and to retain independent consultants and experts as needed.

The development and deployment of AI technology without adequate human rights due diligence has resulted in a range of human rights risks and harms to employees, users, vulnerable communities and society at large.¹ In light of our Company’s leading role in the development and deployment of AI, we believe that our Company needs to ensure that its AI systems do not cause or contribute to violations of internationally recognized human rights.

According to the United Nations’ High Commissioner for Human Rights:

AI has the potential to strengthen authoritarian governance. It can operate lethal autonomous weapons. It can form the basis for more powerful tools of societal control, surveillance, and censorship. Facial recognition systems, for example, can turn into mass surveillance of our public spaces, destroying any concept of privacy. AI systems that are used in the criminal justice system to predict future criminal behaviour have already been shown to reinforce discrimination and to undermine rights, including the presumption of innocence.²

For example, the use of AI to make human resource decisions may lead to unlawful employment discrimination. In 2018, our Company reportedly scrapped an experimental AI hiring tool that had taught itself that male candidates were preferable to female candidates.³

Military and police applications of AI technology can also raise human rights concerns. In 2021, our Company reportedly took over a Department of Defense contract for an AI system to analyze military drone footage after Google dropped the project due to protests by Google employees.⁴

AI-driven misinformation and disinformation can also undermine democracy and distort election outcomes. For example, our Company’s Alexa voice assistant was reported to have falsely claimed that the 2020 U.S. presidential election was stolen.⁵ And in the 2024

presidential primary election, Republican candidates have used AI generated deep fake images to attack each other.⁶

While we appreciate the steps that our Company has taken to establish ethical guidelines for the responsible use of AI, we believe that appointing a committee of independent directors will increase the Board of Directors' oversight of AI-related human rights risks. In our view, appointing a dedicated AI committee will enhance accountability to shareholders by clearly identifying which directors are responsible for AI-related human rights risks.

Given our Company's leading role in developing and deploying AI technology and the fundamental and significant risks that AI poses to human rights, we believe that appointing a Board-level committee is warranted and appropriate as a matter of good corporate governance.

1 <https://mitsloan.mit.edu/ideas-made-to-matter/third-party-ai-tools-pose-increasing-risks-organizations> ; <https://www.nytimes.com/2023/05/30/technology/ai-threat-warning.html>

2 <https://www.ohchr.org/en/statements/2023/07/artificial-intelligence-must-be-grounded-human-rights-says-high-commissioner>

3 <https://www.reuters.com/article/us-amazon-com-jobs-automation-insight-idUSKCN1MK08G/>

4 <https://www.datacenterdynamics.com/en/news/amazon-and-microsoft-picked-up-50m-in-us-military-drone-surveillance-contracts-following-google-dropping-project-maven/>

5 <https://www.washingtonpost.com/technology/2023/10/07/amazon-alexa-news-2020-election-misinformation/>

6 <https://www.nytimes.com/2023/06/08/us/politics/desantis-deepfakes-trump-fauci.html>