

RESOLVED: Shareholders request that Amazon.com, Inc. (“Amazon” or the “Company”) establish and maintain an independent Artificial Intelligence and Automation Advisory Council (“AI Advisory Council”) to provide formal oversight, review, and recommendations regarding the development and deployment of artificial intelligence, robotics, algorithmic management systems, and automated decision-making technologies across Amazon’s operations, including but not limited to systems used in hiring, scheduling, discipline, promotion, compensation, performance evaluation, and termination decisions. The Council shall be composed primarily of hourly warehouse associates and frontline workers from Amazon’s operations, alongside recognized worker advocates and independent experts in civil rights, labor standards, occupational safety, and technology ethics.

Supporting Statement

Amazon is investing hundreds of billions of dollars in AI infrastructure, robotics, machine learning systems, and data centers to power increasingly automated fulfillment centers, logistics networks, customer service operations, and internal decision-making systems. While innovation has long been part of Amazon’s competitive advantage, the unprecedented scale and speed of AI deployment raise profound economic, operational, reputational, and human capital risks that warrant enhanced shareholder oversight.

As the second-largest private employer in the U.S. and one of the largest adopters of AI, Amazon is reshaping the workplace. The Company recently announced plans to replace up to half a million jobs with robots.¹ From robotic fulfillment centers and algorithmic human resource management to dynamic pricing models and energy-intensive data centers, Amazon’s technological expansion has consequences that extend far beyond individual workplaces, threatening job quality, wage stability, safety, and workforce retention, which could materially impact shareholder value.

Algorithmic systems increasingly drive core employment decisions. These opaque decision-making systems, which include scheduling, performance evaluation, productivity monitoring, hiring, and disciplinary actions, risk amplifying biases. Without strong governance, these systems expose the Company to legal and regulatory challenges.

Global regulators and various U.S. States are advancing AI governance frameworks emphasizing transparency, human oversight, and risk assessment. Failure to adopt internal guardrails could lead to litigation, reputational harm, and regulatory penalties of up to 7% of the global annual turnover (under the EU AI Act).²

The risks are not hypothetical. A study by MIT’s Iceberg Index found that AI could replace 11.7% of the U.S. labor market—roughly \$1.2 trillion in wages—while AI adoption ripples through supplier networks, logistics, and local economies.³ MIT researchers also warn that when millions of AI agents interact with each other and workers, their work is determined

¹<https://www.nytimes.com/2025/10/21/technology/inside-amazons-plans-to-replace-workers-with-robots.html>.

² <https://artificialintelligenceact.eu/article/99/>.

³ <https://iceberg.mit.edu/report.pdf>.

by the machines' pre-set coordination rules, not by individual capabilities.⁴ Internally, Amazon faces annual employee turnover rates of 150%, double the industry average, costing shareholders an estimated \$8 billion annually.⁵ Algorithmic management could worsen this trend by increasing recruitment and training costs and potentially eroding morale and productivity.

Despite these risks, Amazon continues to make massive investments in AI. In February, it announced \$200 billion in additional AI-related capital expenditures while eliminating 16,000 corporate jobs, prompting a 5.6% single-day drop in shares—the largest in six months—indicating investor concern about AI-driven restructuring.⁶

Shareholders have a fiduciary duty to ensure Amazon governs its rapid AI expansion responsibly and with full awareness of the broader social, economic, and workforce impacts. As the company invests billions in AI and automation, guardrails are essential to mitigate risks to job quality, wage stability, workplace safety, and workforce displacement. Establishing an AI Advisory Council to the Board—incorporating frontline workers, impartial experts, and human rights principles—would provide the independent oversight needed to manage risks, enhance transparency, and align technological transformation with sustainable, long-term value creation.

For these reasons, shareholders should support this resolution.



⁴ <https://iceberg.mit.edu/>.

⁵ <https://www.forbes.com/sites/edwardsegal/2022/10/24/amazon-responds-to-release-of-leaked-documents-showing-150-annual-employee-turnover/>.

⁶ <https://www.bloomberg.com/news/articles/2026-02-05/amazon-boosts-spending-far-ahead-of-estimates-on-ai-build-out>.