



Chair Gary Gensler
Securities and Exchange Commission
100 F Street NE Washington, DC 20549-1090
04 March 2022

Dear Chair Gensler,

Re: Amazon.com, Inc. Shareholder Proposal of Missionary Oblates of Mary Immaculate-United States Province Securities Exchange Act of 1934—Rule 14a-8

We are a group of asset owners and asset managers representing over \$3.6 trillion in assets under management.

We are writing regarding Amazon.com, Inc.'s no action request in relation to the shareholder proposal filed by the Missionary Oblates of Mary Immaculate. This proposal requested that:

The Board of Directors issue a tax transparency report to shareholders, at reasonable expense and excluding confidential information, prepared in consideration of the indicators and guidelines set forth in the Global Reporting Initiative's (GRI) Tax Standard.¹

Amazon has requested that the Division concur with Amazon's view that the proposal may be excluded under the "ordinary business" exemption in Rule 14a-8(i)(7) on the grounds that the Proposal relates to the Company's management of its tax expenses.²

We are writing in support of the proposal, and its request for greater tax transparency and specifically public country-by-country reporting.

A company's tax practices are financially material. Aggressive tax practices can expose a company – and its investors – to increased scrutiny from tax authorities, adjustment risks, and increase their vulnerability to changes in tax rules as countries look to protect their tax bases from deleterious practices. Investors need to be provided with sufficient information to gauge a company's tax position and governance approach and anticipate future impacts on and risks to their holdings.

The GRI Standards are the world's most utilized sustainability reporting standard.³ The GRI Tax Standard was developed in response to investor concerns regarding the need for corporate tax transparency to better assess risk. It was developed in consultation with multinational corporations, accounting firms, academics, politicians, investors, and other stakeholders. It is the first global reporting standard to combine management approach disclosures on tax strategy with public country-by-country reporting of business activities, revenues, profit and tax.⁴

Leading companies are already reporting in line with the standard, including: Anglo American, Philips, Randstad, Vodafone, Royal Dutch Shell, and Ørsted.⁵

¹ https://www.iccr.org/sites/default/files/page_attachments/amazon_resolution_2022.pdf

² <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2022/omiusaamazon012122-14a8-incoming.pdf>

³ <https://assets.kpmg/content/dam/kpmg/xx/pdf/2020/11/the-time-has-come.pdf>

⁴ <https://www.globalreporting.org/about-gri/news-center/backing-for-gri-s-tax-standard/>

⁵ <https://www.angloamerican.com/~media/Files/A/Anglo-American-Group/PLC/investors/annual-reporting/2021/anglo-american-country-by-country-report-2020.pdf>, p.2;



Globally, there is increasing regulatory and legislative momentum to require companies to publish country-by-country financial and tax information. In 2021, the European Union has adopted legislation to require a degree of public country-by-country reporting.⁶ This legislation was supported by investors representing over \$5.6trn AUM.⁷ The U.S. House of Representatives passed the Disclosure of Tax Havens and Offshoring Act, included as Title V of the Corporate Governance Improvement and Investor Protection Act.⁸ This was supported by investors representing \$2.9trn AUM.⁹ A key recommendation of the UN FACTI panel was to introduce requirements that “all private multinational entities publish accounting and financial information on a country-by-country basis”.¹⁰

Under the existing G20/OECD Inclusive Framework, Amazon.com, Inc. is already required to provide country-by-country tax information to the IRS. As such, reporting in line with this shareholder proposal would incur a minimal additional compliance burden. This burden would be significantly outweighed by the benefits of these disclosures to investors.

A growing number of leading companies are already publishing their country-by-country information, for example:

- 20% of the largest listed Dutch companies published country-by-country in 2021, up from 13% in 2020.¹¹
- 7% of 1380 of the largest listed global companies published public country-by-country reporting in 2020.¹²

In assessing Amazon.com, Inc.’s request, we believe the SEC should recognize the growing trend towards increased tax transparency and investor demand for material tax information and reject Amazon’s request.

Should you have any questions, please contact Katie Hepworth, katie.hepworth@pirc.co.uk.

Kind regards,

Pensions & Investment Research Consultants Ltd (PIRC)
Missionary Oblates of Mary Immaculate
Greater Manchester Pension Fund

⁶ <https://www.results.philips.com/publications/ar20/downloads/pdf/en/PhilipsCountryActivityAndTaxReport2020.pdf>, p. 6;

⁷ <https://www.randstad.com/s3fs-media/rscom/public/2021-02/randstad-annual-report-2020.pdf>, p. 238;

⁸ <https://www.vodafone.com/sites/default/files/2021-10/vodafone-tax-report-19-20.pdf>, p. 11;

⁹ <https://reports.shell.com/sustainability-report/2020/servicepages/downloads/files/gri-index-shell-sr20.pdf>, p. 11;

¹⁰ <https://via.ritzau.dk/ir-files/13560592/4751/6293/Annual%20report%202021.pdf>, p. 123.

¹¹ <https://www.europarl.europa.eu/news/en/press-room/20211108IPR16839/corporate-tax-transparency-meps-okay-new-country-by-country-reporting-rules>

¹² https://dwtyzx6upklss.cloudfront.net/Uploads/u/m/t/investorsignonletteronpublicbcr_signatories_final_758353.pdf

¹³ https://thefactcoalition.org/62-investors-with-2-9-trillion-in-assets-under-management-send-letter-to-fasb-in-support-of-tax-transparency/#_ftn3

¹⁴ <https://thefactcoalition.org/64-investors-with-nearly-2-9-trillion-in-assets-under-management-show-support-for-the-disclosure-of-tax-havens-and-offshoring-act/>

¹⁵ <https://www.factipanel.org/news/facti-panel-report-has-been-published>

¹⁶ <https://www.vbdo.nl/wp-content/uploads/2021/12/VBDO-Tax-Transparency-Benchmark-2021.pdf>, p. 14.

¹⁷ https://content.ftserussell.com/sites/default/files/global_trends_in_corporate_tax_disclosure_final_2.pdf



ABP
ACTIAM
Adrian Dominican Sisters, Portfolio Advisory Board
AFL-CIO
AkademikerPension
American Federation of State, County and Municipal Employees (AFSCME)
American Federation of Teachers
Amiral Gestion
Arjuna Capital
Australian Ethical Investment
Azzad Asset Management
Bâtirente
Boston Common Asset Management
Canadian Labour Congress
Clean Yield Asset Management
Communications Workers of America
Congregation of Sisters of St. Agnes
Congregation of St. Joseph
CorpGov.net
Dana Investment Advisors
Daughters of Charity, Province of St. Louise
Decatur Capital Mgmt, Inc.
Domini Impact Investments
Dominican Sisters ~ Grand Rapids
Ecofi
Ethical Partners Funds Management
Ethos Engagement Pool International
Ethos Foundation
Etica Funds - Responsible Investments
Everence and the Praxis Mutual Funds
First Affirmative Financial Network
Folksam
For the Long Term
Franciscan Sisters of Perpetual Adoration
Frenchsif (FIR)
Friends Fiduciary Corporation
Friends Provident Foundation
Harrington Investments, Inc.
Interfaith Center on Corporate Responsibility (ICCR)
International Association of Machinists and Aerospace Workers
International Brotherhood of Electrical Workers
International Brotherhood of Teamsters
International Union of Bricklayers and Allied Craftworkers
John Chevedden
KLP
La Banque Postale Asset Management
Lady Lawyer Foundation
LAPFF
Le Regroupement pour la Responsabilité Sociale des Entreprises (RRSE)
LGPS Central Limited
London CIV
Maryknoll Fathers and Brothers
Maryknoll Sisters
Mercy Investment Services, Inc.
Miller/Howard Investments, Inc.
National Education Association
Natural Investments
NEI Investments
Nest Corporation
New York City Office of the Comptroller



Nordea

North America's Building Trades Unions
(NABTU)

NorthStar Asset Management, Inc.

Northwest Coalition for Responsible
Investment

Oxfam

PenSam

Province of Saint Joseph of the Capuchin
Order

Reynders, McVeigh Capital Management

Robeco

Royal London Asset Management

School Sisters of Notre Dame Cooperative
Investment Fund

Seventh Generation Interfaith Coalition for
Responsible Investment

Shareholders for Change

Shaff Conseils

SHARE

Sisters of Charity of Saint Elizabeth

Sisters of St. Dominic of Caldwell

Sisters of St. Francis of Philadelphia

Sisters of St. Joseph of Carondelet, St.
Louis

Sisters of the Presentation of the BVM of
Aberdeen, SD

SOC Investment Group

Socially Responsible Investment Coalition

Storebrand Asset Management

Sustainable Advisors Alliance LLC

Toniic

Trillium Asset Management

Trinity Health

U Ethical

UFCW Pension for Employees

UNISON

UNITE HERE

United Church Funds

United Steelworkers (USW)

Universities Superannuation Scheme

Vert Asset Management

Vision Super

Wallace Global Fund

Wespath Benefits and Investments

Zevin Asset Management