



Amazon.com, Inc.

AMZN NASDAQ

Retail - Discount Stores

Market Capitalization USD: **\$98,154.44 mm**

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Jeffrey P. Bezos

Age: 48 CEO Since: 1996

	2009	2010	2011
Base Salary	\$81,840	\$81,840	\$81,840
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$1,700,000	\$1,600,000	\$1,600,000
TOTAL ANNUAL COMPENSATION	\$1,781,840	\$1,681,840	\$1,681,840
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$1,781,840	\$1,681,840	\$1,681,840
Median of Other Named Executive Officers Total Compensation	\$361,856	\$6,785,976	\$181,467
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 13 Apr 2012 **Annual Meeting Date:** 24 May 2012 **Equity Reserves:** 37.49% **Stock Option Run Rate:**

Amazon.com, Inc.

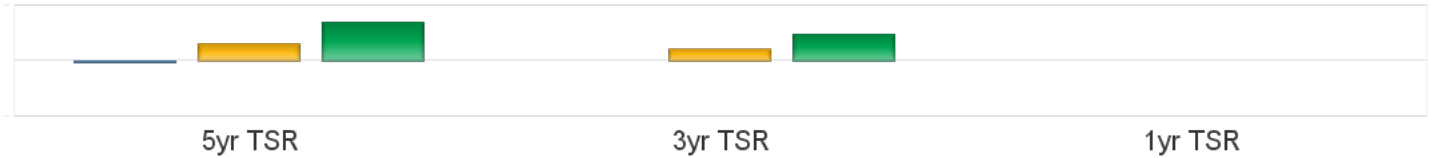
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Performance Comparison

■ S&P500 ■ Industry ■ AMZN



Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AMZN	Amazon.com, Inc.	\$1,781,840	\$1,681,840	\$1,681,840	\$98,154,435,324
NKE	NIKE, Inc.	\$7,306,694	\$13,118,834		\$39,930,776,062
F	Ford Motor Company	\$17,916,654	\$26,520,515	\$29,497,572	\$36,744,343,848
CMCSA	Comcast Corporation	\$27,246,367	\$31,058,959		\$43,467,432,070
COST	Costco Wholesale Corporation	\$3,353,120	\$3,529,434	\$2,191,159	\$35,592,279,769
MCD	McDonald's Corporation	\$17,574,125	\$9,732,618	\$8,750,893	\$91,133,063,684
DIS	Walt Disney Company (The)	\$29,028,362	\$29,617,964	\$33,434,398	\$55,977,092,643

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William B. Gordon	Chairman	62	Male	9	Outside
Jamie S. Gorelick	Member	61	Female	0	Outside
Jonathan Rubinstein	Member	55	Male	2	Outside

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