



## Amazon.com 401(k) Plan Participant Disclosure Change Notice as of January 8, 2020

This Participant Disclosure Change Notice (“this Notice”) is being provided to you because you are or will be eligible to participate or have a balance in the Amazon.com 401(k) Plan (“the Plan”) and have the right to direct investments.

In this Notice, you will find information about managing your Plan account and certain Plan information, including an explanation of the right to direct investments, any Plan restrictions, and a description of the types of fees and expenses associated with a Plan account.

Please review these materials carefully when managing or monitoring any account you may have in the Plan. Starting the week of January 12, 2020, you can go online at [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k) or call **1-800-835-5095** to obtain additional information. If this is your first time logging on to [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k), you will need to register and set up a username and password to access your Plan account. If you already have a username and password for a Fidelity site, you do not need to register again.

### Helping You Manage Your Plan Account

This Notice includes important Plan and investment-related information. Additional resources are available at [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k). Your Plan is an important benefit, and you’ll want to monitor your Plan account periodically to help keep your savings plan on track.

### Accessing Your Plan Account Statement

If you have a Plan account, one way to monitor your retirement savings is to periodically review your Plan account statement. Your statement will also display any Plan administrative or individual fees described in this Notice that have been deducted from your Plan account. Starting the week of January 12, 2020, you can log on to [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k) to:

- Access your online Fidelity statement, which is continuously available, by selecting your Plan name, and selecting *Statements* from the Plan’s Quick Links drop down list.
- Save or print your Fidelity statement. Keep in mind you may obtain a paper version (free of charge) by calling Fidelity.
- Change the way Fidelity statements are delivered to you by visiting *Preferences*.

### Your Communication Preferences

**Prefer Email?** If you are receiving this Notice in print and would like to receive it electronically, help us to serve you better by providing Fidelity with your email address. Log on to [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k) and select *Profile* at the top of the page. Then select *Personal & Contact Information* to provide your email address and the *Preferences* tab to provide consent for required communications.

### Certain Plan Information for You to Review

This Notice provides certain information about your Plan. Your rights under the Plan are subject to the terms of the Plan.

### Right to Direct Investments

You have the right to direct your Plan account balance and any future contributions among the Plan’s investment options, subject to any restrictions. To access your Plan account with Fidelity, make any changes to your investment options, direct any future contributions, or seek additional information, log on to [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k) or call **1-800-835-5095**.

### Investment Options

The Plan offers a broad range of investment options intended to allow you to achieve a diversified portfolio.

## Fidelity BrokerageLink®

In addition, the Plan provides access to Fidelity BrokerageLink®, a self-directed brokerage feature, which gives you access to investments beyond those options offered in the Plan's lineup. The Plan fiduciaries neither monitor nor evaluate the investments available through BrokerageLink®. This feature is intended for those who are comfortable managing a portfolio of expanded investment choices. It is your responsibility to ensure that the investments you select are suitable for your situation, including your goals, time horizon, and risk tolerance. You should compare investments and share classes that are available in your Plan's lineup with those available through BrokerageLink®, and determine the available share class that is appropriate for your situation.

Review the *Fidelity BrokerageLink® Fees Appendix*, included with this Notice. For more information about BrokerageLink®, including available investment choices, or to open an account, please log on to [netbenefits.com/amazon401k](https://netbenefits.com/amazon401k) or call **1-800-835-5095**.

## Restrictions

There may be certain restrictions on how investment directions may be made in the Plan.

- **Insider Trading Restriction:** During certain periods, restricted employees, as determined by your employer, are not permitted to purchase or sell the Amazon.com Stock Fund held within the Plan. Your employer will notify you if you are a restricted employee and will provide you with additional information about when you may be prevented from purchasing or selling the Amazon.com Stock Fund held within the Plan.
- **Investment Options Restriction:** The Amazon.com Stock Fund will be restricted from investment elections in all sources except for employer matching contributions. Participants may exchange into the Amazon.com Stock Fund within the employer matching contribution source only.
- **Fidelity BrokerageLink® Restrictions:** The initial exchange into BrokerageLink® requires a \$500 minimum. Additional exchanges into BrokerageLink® require a \$500 minimum.

Keep in mind that restrictions are subject to change.

## Exercising Voting, Tender and Similar Rights

You have the right to exercise voting, tender, and similar rights related to the Amazon.com Stock Fund you may have in your Plan account. You will receive information regarding such rights and how to exercise them at the time of a vote, tender, or other covered event.

## Fees and Expenses

If you have an account in the Plan, it may be subject to asset-based fees, Plan administrative fees and expenses, and/or individual fees and expenses.

### Asset-Based Fees

Asset-based fees reflect an investment option's total annual operating expenses and include management and other fees. They are often the largest component of retirement plan costs and are paid by all shareholders of the investment option. Typically, asset-based fees are reflected as a percentage of assets invested in the option and often are referred to as an "expense ratio." You may multiply the expense ratio by your balance in the investment option to estimate the annual expenses associated with your holdings in such option.

Asset-based fees are deducted from an investment option's assets, thereby reducing its investment return. Fee levels can vary widely among investment options, depending in part on the type of investment option, its management (including whether it is active or passive), and the risks and complexities of the option's strategy. In some instances, the Plan's administrative services may be paid for through offsets and/or payments associated with the Plan's investment options.

### Plan Administrative Fees and Expenses

Plan administrative fees may include recordkeeping, legal, accounting, trustee, and other administrative fees and expenses associated with maintaining the Plan and may be deducted from individual accounts in the Plan.

Based on the information and direction Fidelity had at the time this Notice was prepared, the Plan administrative fees listed below may be deducted from accounts in the Plan. As you review this information, please keep in mind that fees are subject to change and that certain Plan administrative fees may not be deducted from accounts in certain circumstances.

An annual Plan recordkeeping fee of up to \$28 is charged to each Plan participant who is no longer employed by the Plan sponsor or a related employer. This fee is automatically deducted from your Plan account balance periodically.

**If any Plan administrative fees are deducted directly from your Plan account, they will be reflected on your Plan account statement.**

### **Individual Fees and Expenses**

Individual fees and expenses include those associated with a service or transaction you may select, or an investment option you hold in your Plan account. In some instances, they may be deducted from the accounts of those individuals who use the service or engage in the transaction.

If you have an account in the Plan, and you select or execute the following services or transactions, the fees outlined below may be deducted from your Plan account based on the information and direction Fidelity had on file at the time this Notice was prepared. As you review this information, please keep in mind that fees are subject to change and that certain individual fees may not be deducted in some circumstances.

<b>Type of Individual Fee</b>	<b>Amount</b>
Loan Setup Fee	\$50.00 per loan
Overnight Mailing Fee	\$25.00 per transaction
Qualified Domestic Relations Order (QDRO) Fee	\$300.00 per standard Fidelity web-generated order, \$1,200 per modified Fidelity web-generated or custom order or \$1,800 per order covering more than one plan

Also, please note you may incur short-term redemption fees, commissions, and similar expenses in connection with transactions associated with your Plan's investment options.

**If any individual fees are deducted directly from your Plan account, they will be reflected on your Plan account statement.**

Fidelity Investments Institutional Operations Company, Inc., 245 Summer Street, Boston, MA 02210

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# Appendix

## Fidelity BrokerageLink® Fees

Below are certain fees that may be deducted from your Plan's Fidelity BrokerageLink® account in connection with various trades. More detailed fee information is available in the Fidelity BrokerageLink Commission Schedule, which can be obtained, along with additional BrokerageLink and Plan information, on your Plan's website or by calling the Plan's toll-free number. Your Plan may limit the trades and the available investments within BrokerageLink. Before directing transactions within BrokerageLink, remember to review the prospectus or other offering document of that investment, and consider the charges associated with that transaction. If any fees are deducted as a result of a BrokerageLink transaction, they will be reflected on your transaction confirmation and/or the BrokerageLink statement. Note that if you have granted trading authority to a Fidelity-approved advisor, the advisor's fee schedule will apply and fees may differ from those listed below; please refer to the advisor's fee schedule for more information.

Mutual Fund Transactions	Fee (up to amount listed)
<b>Fidelity and Non-Fidelity No-Transaction-Fee FundsNetwork® Funds</b>	
Purchases	<b>\$0</b> (standard load applies)
Short-Term Trading Fee for Shares Held Less Than 60 Days <sup>1</sup>	<b>\$49.95</b> flat fee if executed online <b>\$187.50</b> max. via Fidelity Automated Service Telephone (FAST®) <b>\$250</b> max. if representative-assisted
<b>FundsNetwork® Transaction-Fee Funds</b>	
Purchases	<b>\$49.95</b> or <b>\$75</b> per purchase if executed online To identify any applicable transaction fees associated with the purchase of a given fund, please refer to the "Fees and Distributions" tab on the individual fund page on Fidelity.com. <b>\$187.50</b> max. via FAST® <b>\$250</b> max. if representative-assisted
<b>FundsNetwork® Load Funds</b>	
Purchases	standard load applies

<sup>1</sup>Certain FundsNetwork® funds may be subject to a separate and additional redemption fee imposed by the particular fund. Please check the fund's prospectus for details.