

amazon.com

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Annual Meeting of Shareholders

May 29, 2008

This presentation may contain forward-looking statements which are inherently difficult to predict. Actual results could differ materially for a variety of reasons, including fluctuations in foreign exchange rates, changes in global economic conditions and consumer spending, world events, the rate of growth of the Internet and online commerce, the amount that Amazon.com invests in new business opportunities and the timing of those investments, the mix of products sold to customers, the mix of net sales derived from products as compared with services, the extent to which we owe income taxes, competition, management of growth, potential fluctuations in operating results, international growth and expansion, the outcomes of legal proceedings and claims, fulfillment center optimization, risks of inventory management, seasonality, the degree to which the Company enters into, maintains and develops commercial agreements, acquisitions and strategic transactions, and risks of fulfillment throughput and productivity. Other risks and uncertainties include, among others, risks related to new products, services and technologies, system interruptions, significant indebtedness, government regulation and taxation, payments, and fraud. More information about factors that potentially could affect Amazon.com's financial results is included in Amazon.com's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2007, and subsequent filings.

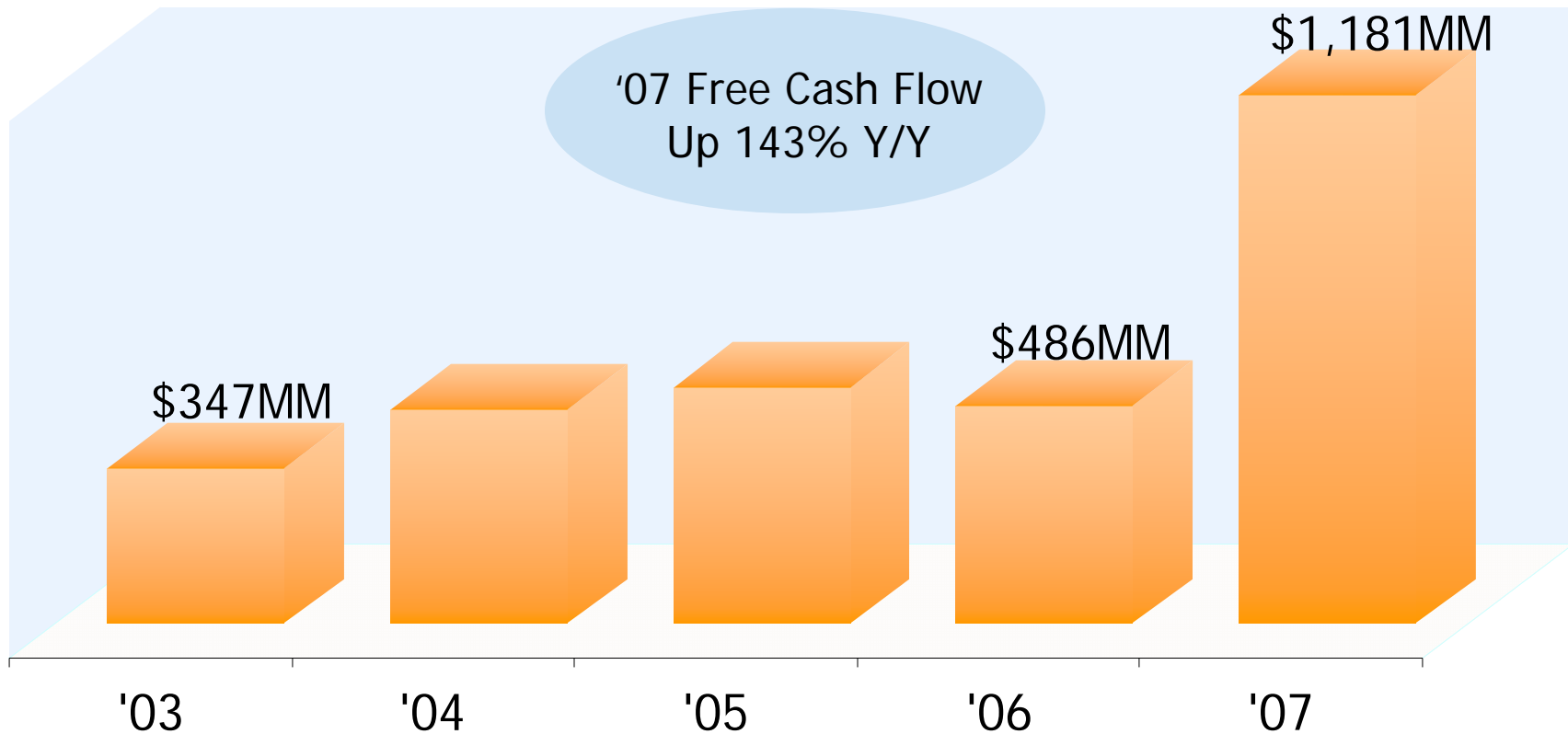
Additional information relating to certain of our financial measures contained herein is available in the appendix to our presentation, our most recent earnings release and at our website at www.amazon.com/ir under 'Financial Documents'.

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Financial Highlights

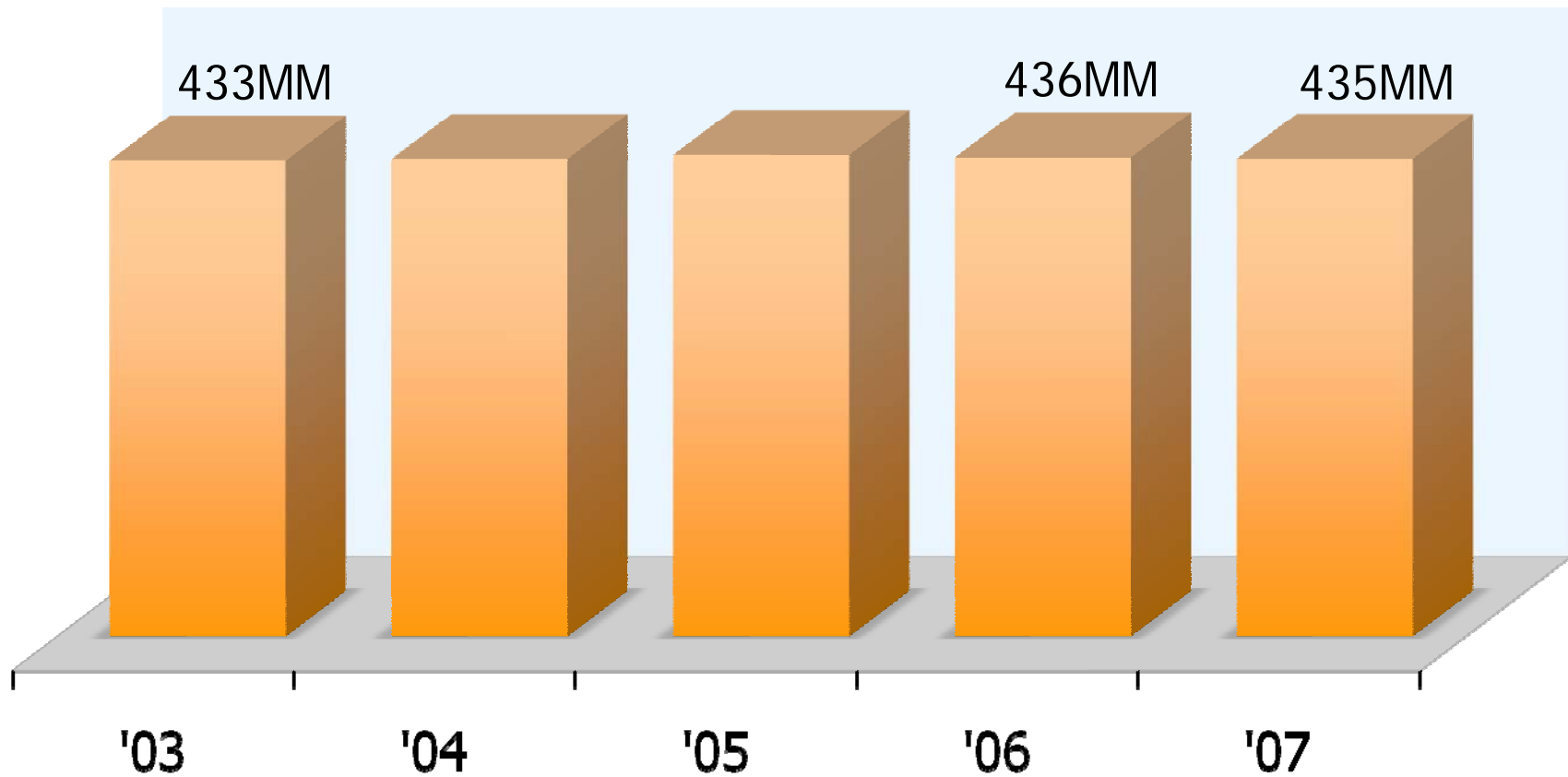
Free Cash Flow Surpassed \$1 Billion ⁽¹⁾



(1) Free Cash Flow, a non-GAAP financial measure, is GAAP Operating Cash Flow Less Purchases of Fixed Assets. See appendix for a reconciliation of Operating Cash Flow to Free Cash Flow.

Efficiently Managing Dilution

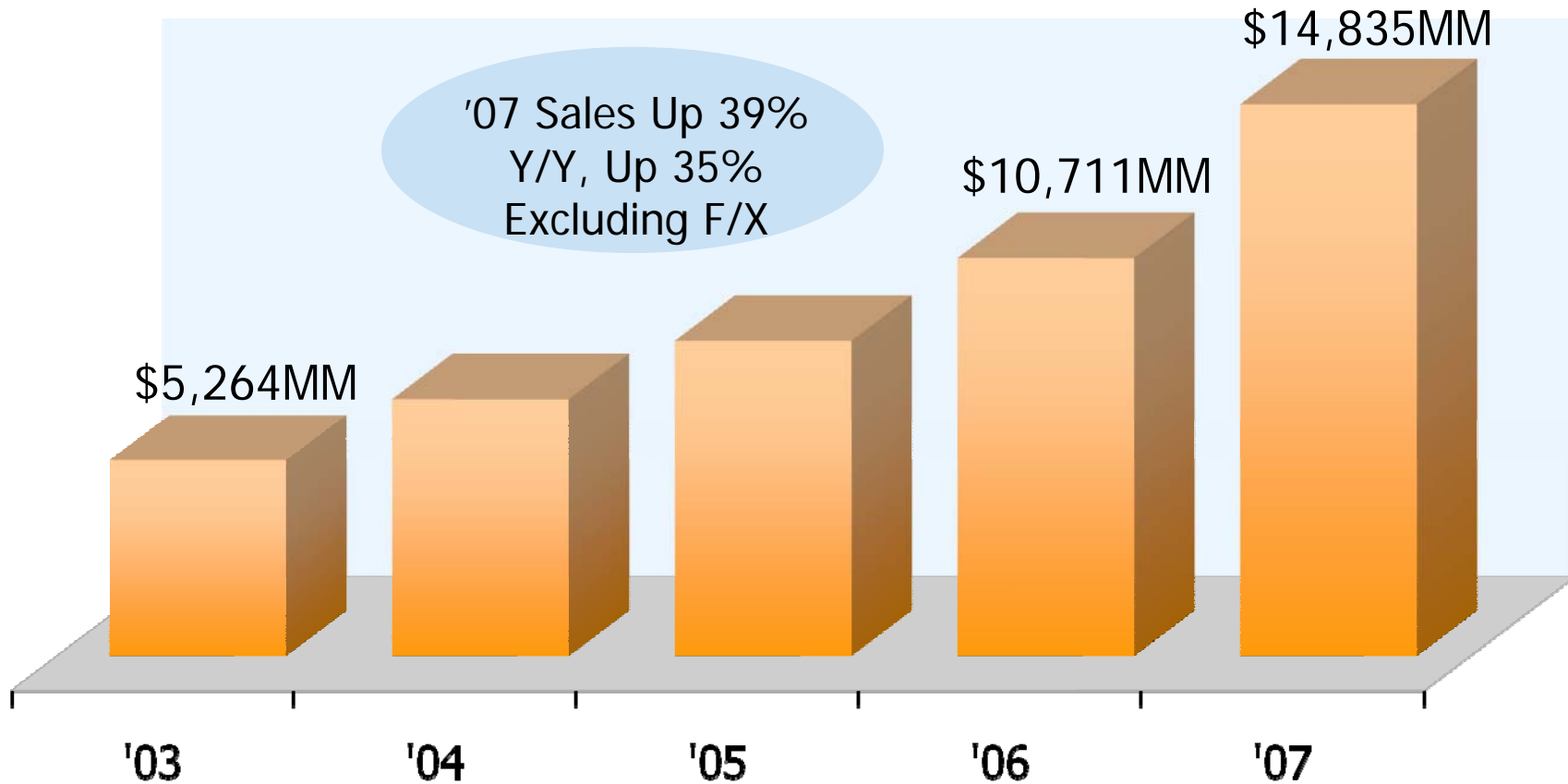
Common Shares and Stock-Based Awards Outstanding ⁽¹⁾ ⁽²⁾



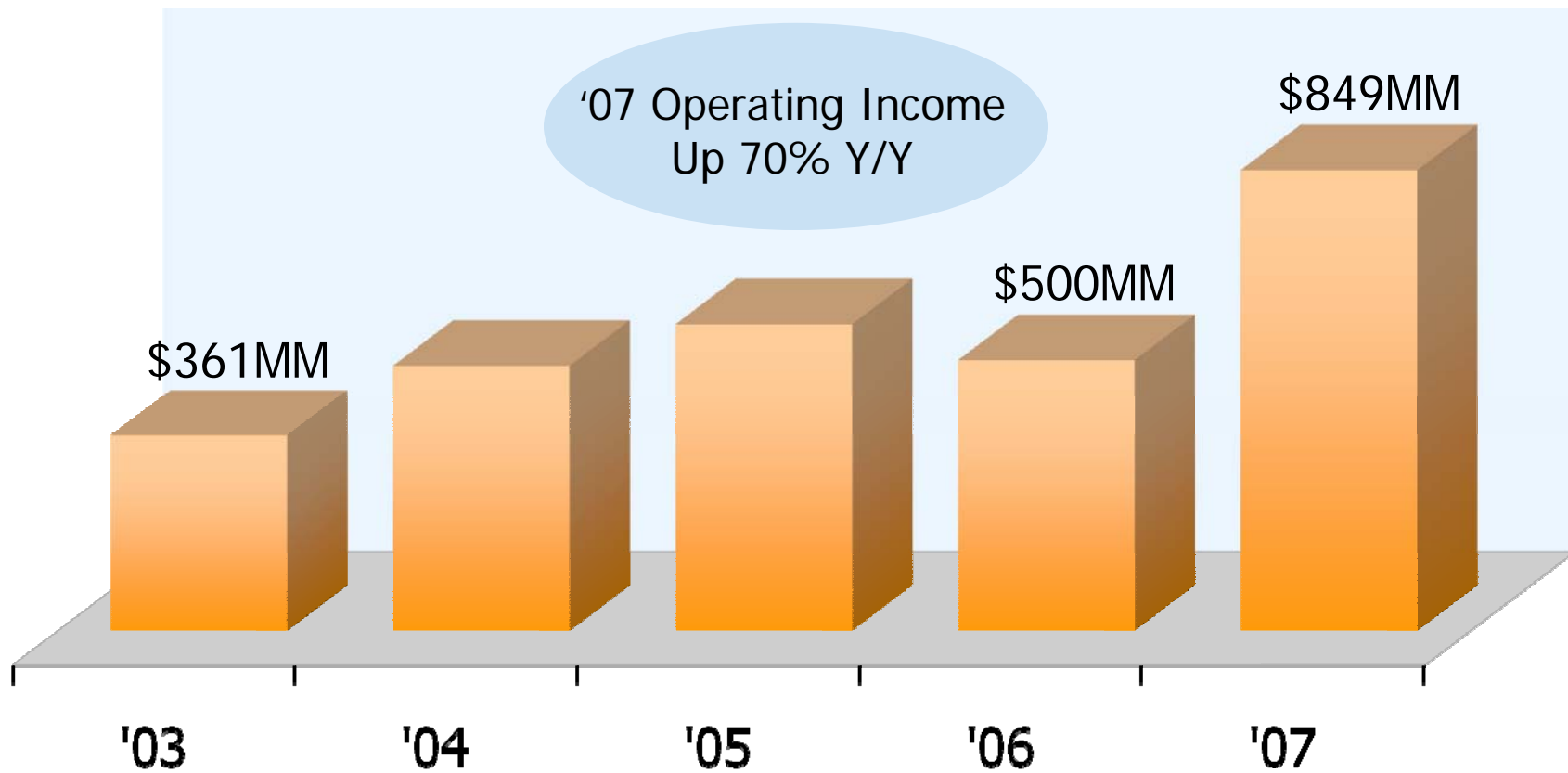
(1) The Company repurchased 8 million shares in 2006 and 6 million shares in 2007

(2) Does not include shares issuable upon conversion of outstanding convertible debt

Strong Sales Growth



Record Operating Income ⁽¹⁾



(1) Consolidated Segment Operating Income (CSOI), a non-GAAP financial measure, excludes Stock-Based Compensation and Other Operating Expense (Income). See appendix for a reconciliation of CSOI to GAAP Operating Income.

First Quarter Highlights

(\$MM)	<u>Q1 '07</u>	<u>Q1 '08</u>	<u>Change</u>
Free Cash Flow -- TTM	\$ 521	\$ 788	51%
Shares -- Common Shares and Stock-Based Awards Outstanding	430	435	1%
Net Sales	\$3,015	\$4,135	37%
<i>Excluding F/X</i>			<i>31%</i>
Consolidated Segment Operating Income ⁽¹⁾	\$179	\$258	44%

(1) Consolidated Segment Operating Income (CSOI), a non-GAAP financial measure, excludes Stock-Based Compensation and Other Operating Expense (Income). See appendix for a reconciliation of CSOI to GAAP Operating Income.

Amazon's 3 Customer Sets



Consumers



Sellers



Developers



Over 2.2 Million Pre-Orders of "Harry Potter and the Deathly Hallows"

Over 12 Million Units of the Harry Potter Series Sold Worldwide

\$124,000 Diamond Ring



Retail Diamond Sales Up More Than 100% in Q1 '08

FREE Overnight Shipping

FREE Return Shipping • 110% Price Guarantee



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Men's Shoes

Kids' Shoes

Handbags

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Designer

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Size



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Kids' Shoes

Handbags

SALE

Designer

Search Designer

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Narrow By

Category

Endless.com

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Men's Shoes

Kids' Shoes

Handbags & Accessories

Brand

Find a brand:

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Harrow Stairs
~Death Cab For Cutie



Rockferry
~Duffy



We Sing. We Danc...
~Jason Mraz



Same Old Man
~John Hiatt



Honestly, I'm Doin...
~The Spill Canvas

Today's Top MP3 Songs



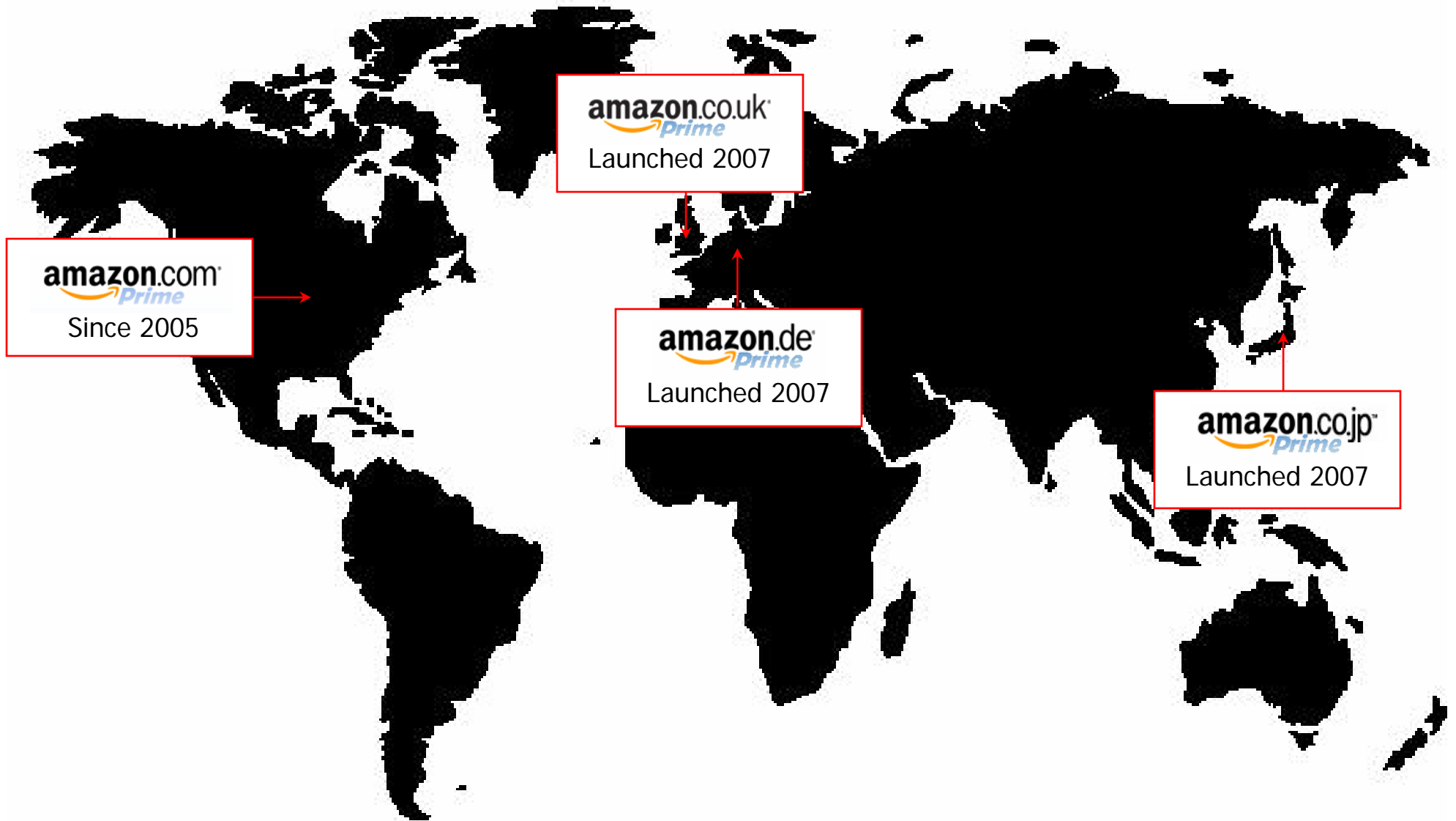
1. **Bleeding Love (Album ...** by Leona Lewis
2. **Pocketful Of Sunshine** by Natasha Bedingfield
3. **4 Minutes [Featuring ...** by Madonna
4. **See You Again** by Miley Cyrus
5. **Low (Feat. T-Pain)** by Flo Rida
6. **Love Song (Album Vers...** by Sara Bareilles
7. **Love In This Club (Ma...** by Usher featuring Young...
8. **No Air duet with Chri...** by Jordin Sparks featuri...
9. **Violet Hill** by Coldplay
10. **You're Gonna Miss This** by Trace Adkins
11. **Paralyzer** by Finger Eleven
12. **Lollipop [Explicit]** by Lil Wayne
13. **Leavin'** by Jesse McCartney

Today's Top MP3 Artists



1. **Death Cab For Cutie**
2. **Madonna**
3. **Led Zeppelin**
4. **Nine Inch Nails**
5. **Jason Mraz**
6. **Radiohead**
7. **Frank Sinatra**
8. **Duffy**
9. **Portishead**
10. **The Rolling Stones**
11. **The Cure**
12. **Leona Lewis**
13. **Queen**

Amazon Prime Launches Internationally







Sellers can focus on the business of selling

Access to millions of Amazon customers worldwide

Items eligible for Prime, Free Super Saver Shipping and Giftwrap

Combine units into a single shipment with other items purchased from Amazon

Fulfillment By Amazon

Q4 07 - Amazon.com shipped over half-a-million units in Q4 07 on behalf of sellers who utilized Fulfillment by Amazon.

Q1 08 - The number of sellers using Fulfillment by Amazon increased by more than 50% compared with Q4 07.

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Get it **Thursday**, May 29

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JumpSnap, The Ropeless Jump Rope - Calorie Counter, Cardio Pumping Workout DVD's, Hand Weights and Travel Bag

Other products by [JumpSnap](#)

★★★★☆ (16 customer reviews) | [More about this product](#)

List Price: ~~\$59.95~~

Price: **\$49.95** & eligible for free shipping with **Amazon Prime**

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Get it **Monday**, Jun 2

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Sunny Striped Tri-fold Beach/picnic Mat

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★★★★★ (4 customer reviews) | [More about this product](#)

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Sportslick SPF20 Solid (0.5oz)

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Quality Youth Hi Vis Yellow Snorkel Vest for Snorkeling

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You Save: **\$17.00 (38%)**

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Purple Cheetah Pink Roses 5" Peep Toe Platforms

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List Price: ~~\$59.99~~

Price: ~~\$39.99~~ & eligible for free shipping with **Amazon Prime**

Sale: \$29.99

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Size: **7.5 M US**

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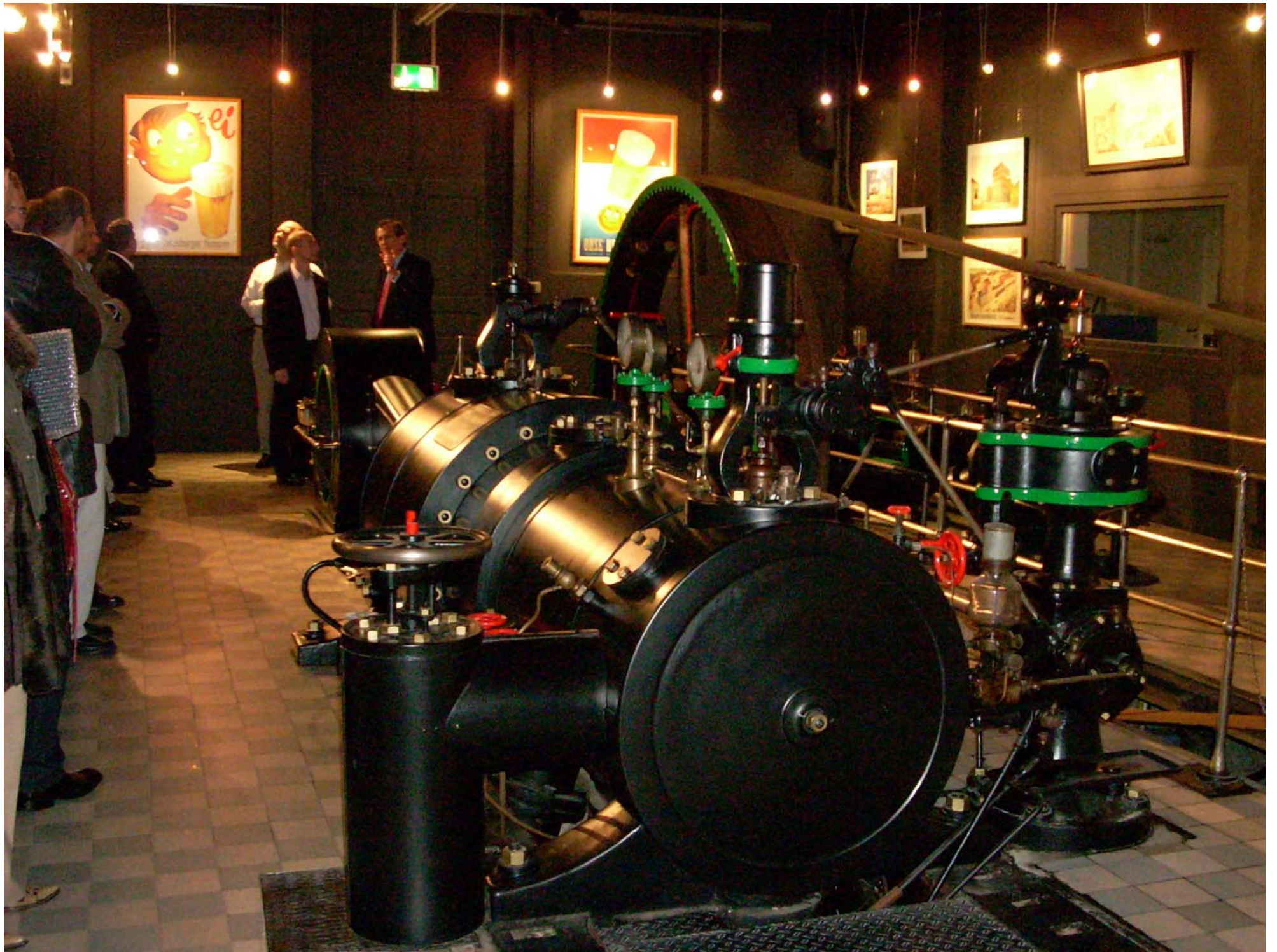
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Amazon Web Services (AWS)

Elastic Compute Cloud (EC2)

Flexible Payments Service

Mechanical Turk

SimpleDB

Simple Queue Service

Simple Storage Service (S3)

AWS Principles

Easy to Use

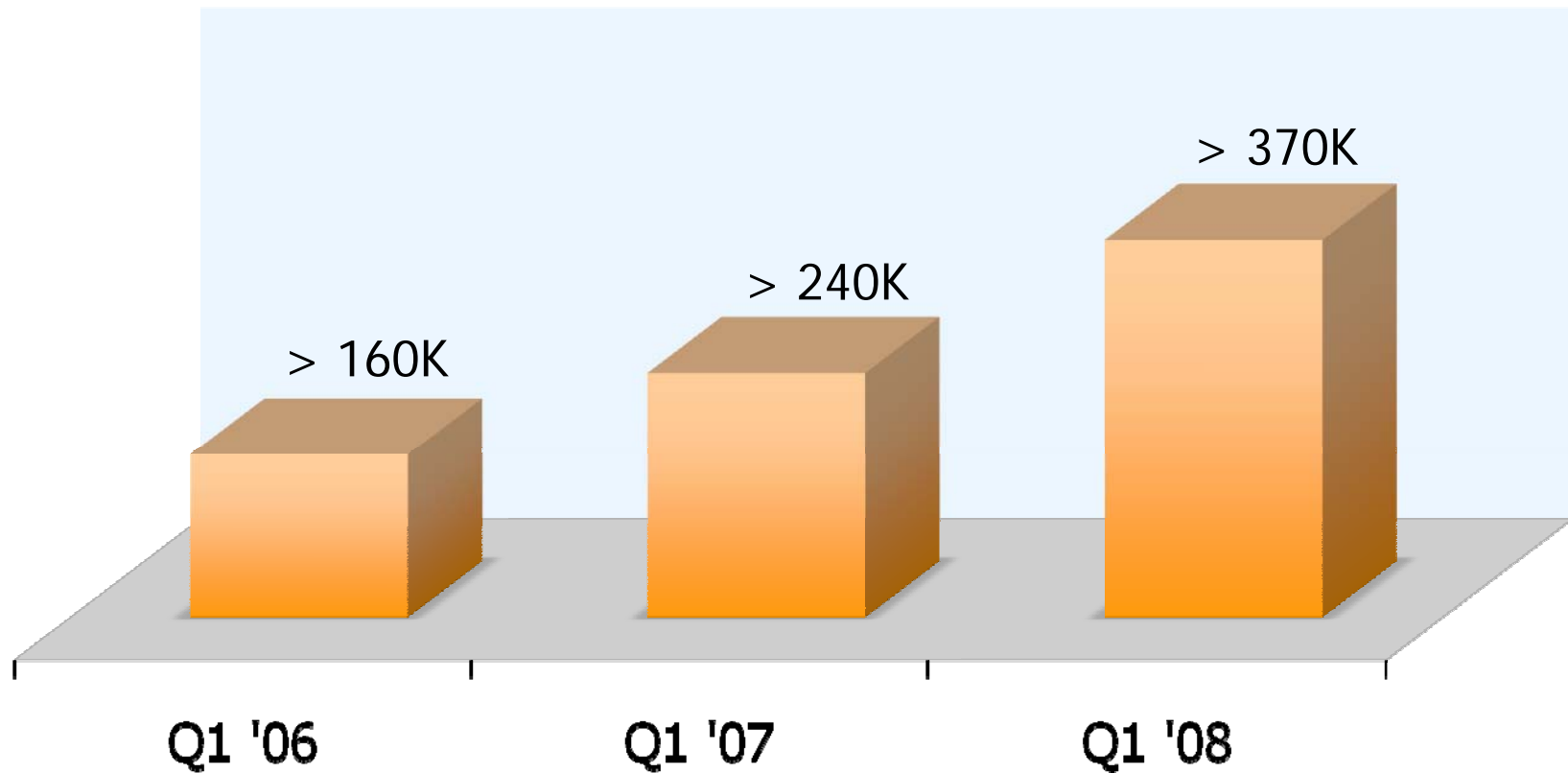
Fast

Elastic

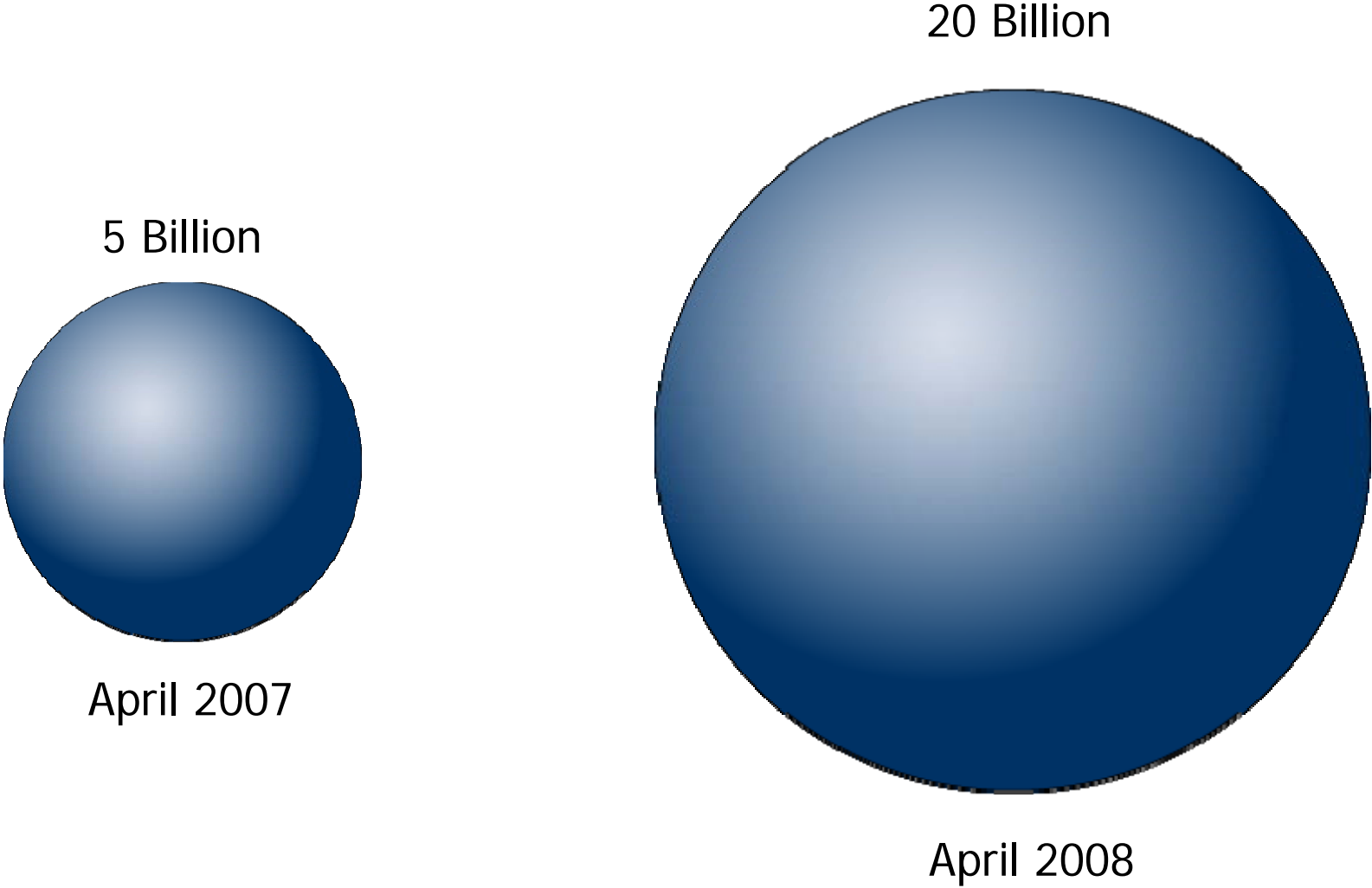
Highly Available

Pay By The Drink

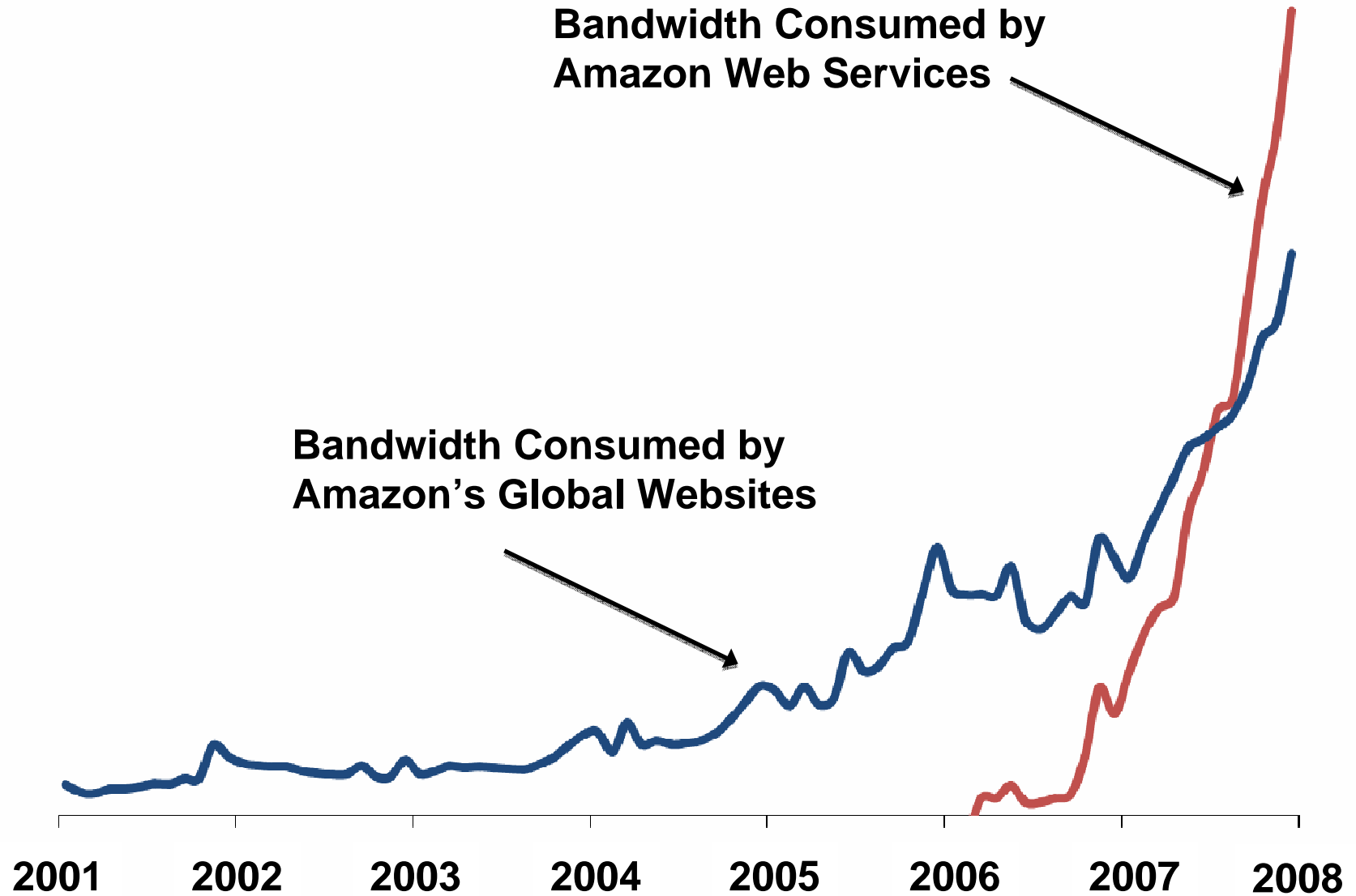
Registered AWS Developers



Amazon S3 Objects



AWS Bandwidth





Automatic Online Backup, Using Amazon S3





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2. it feels your
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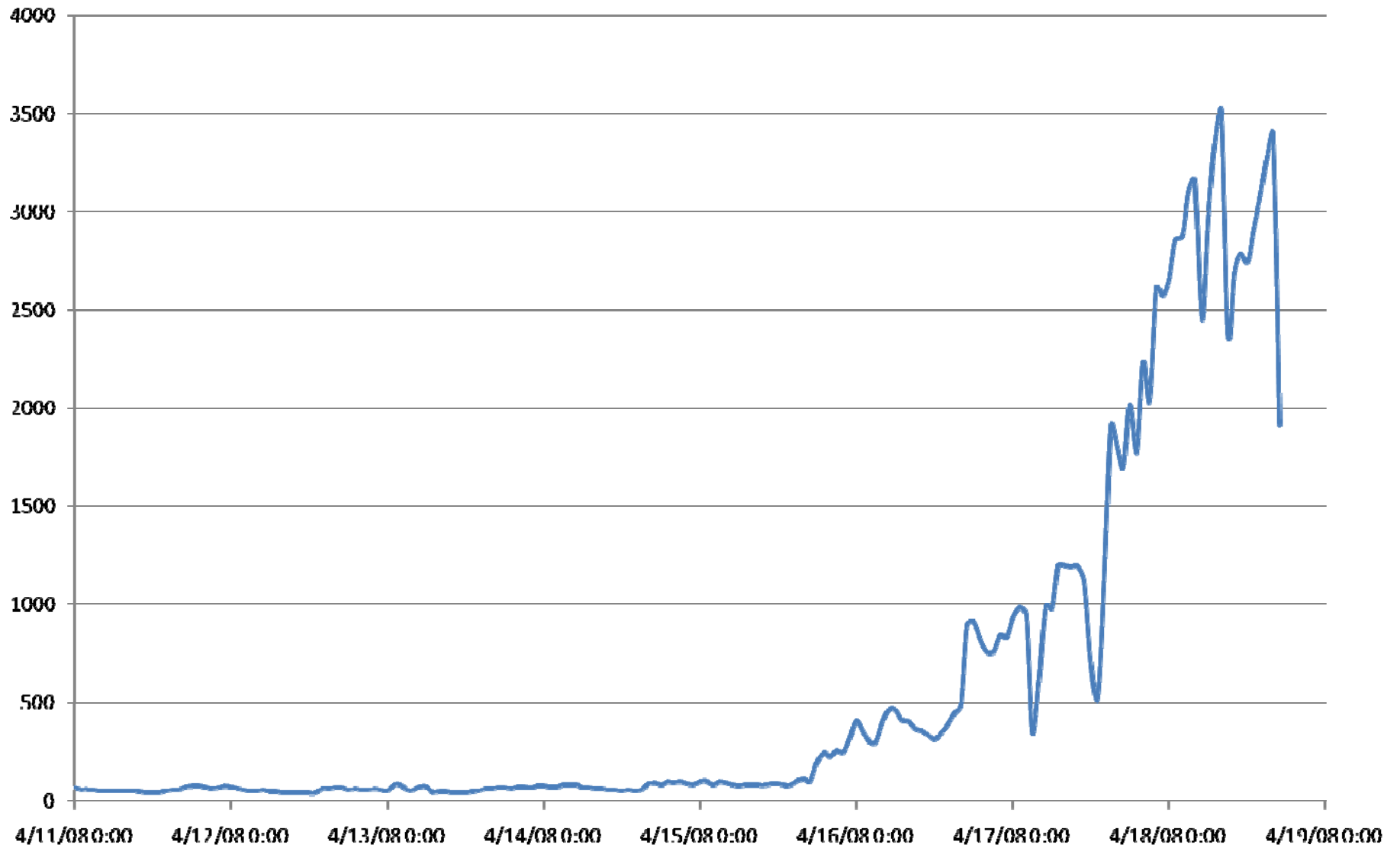
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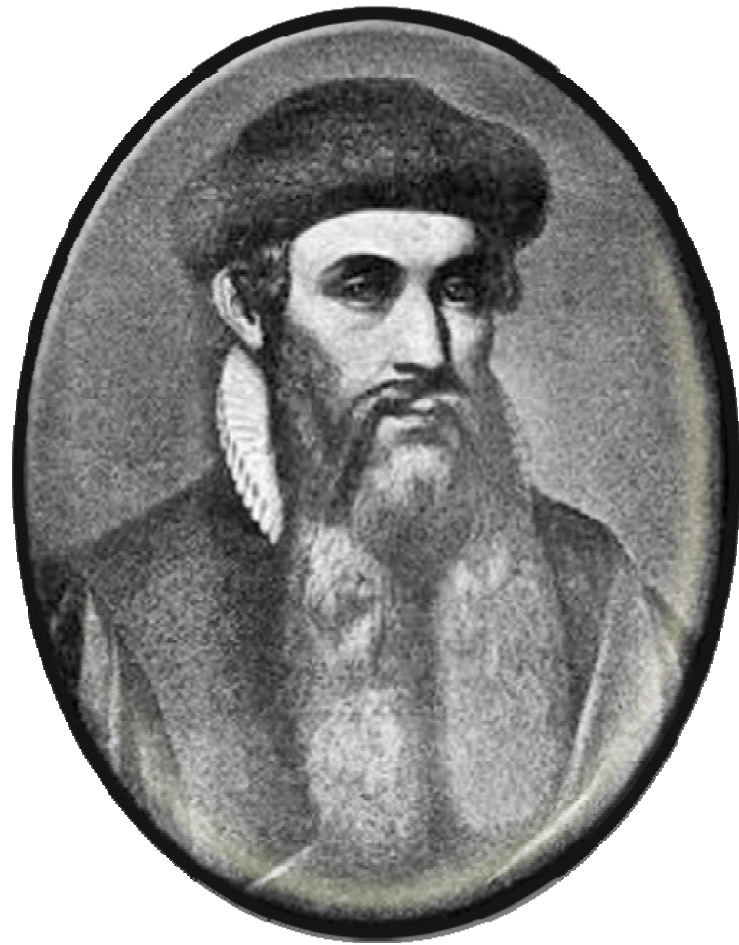
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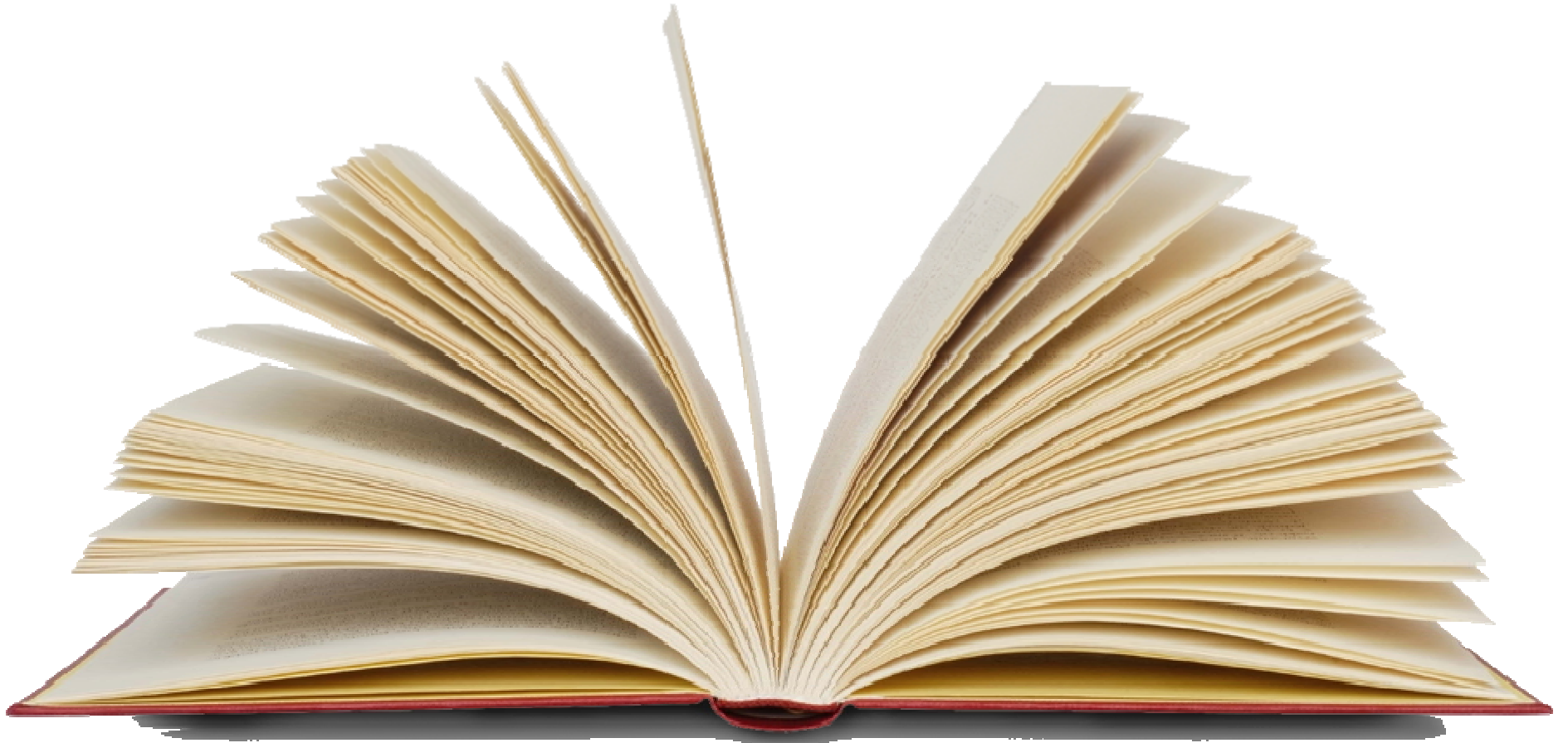


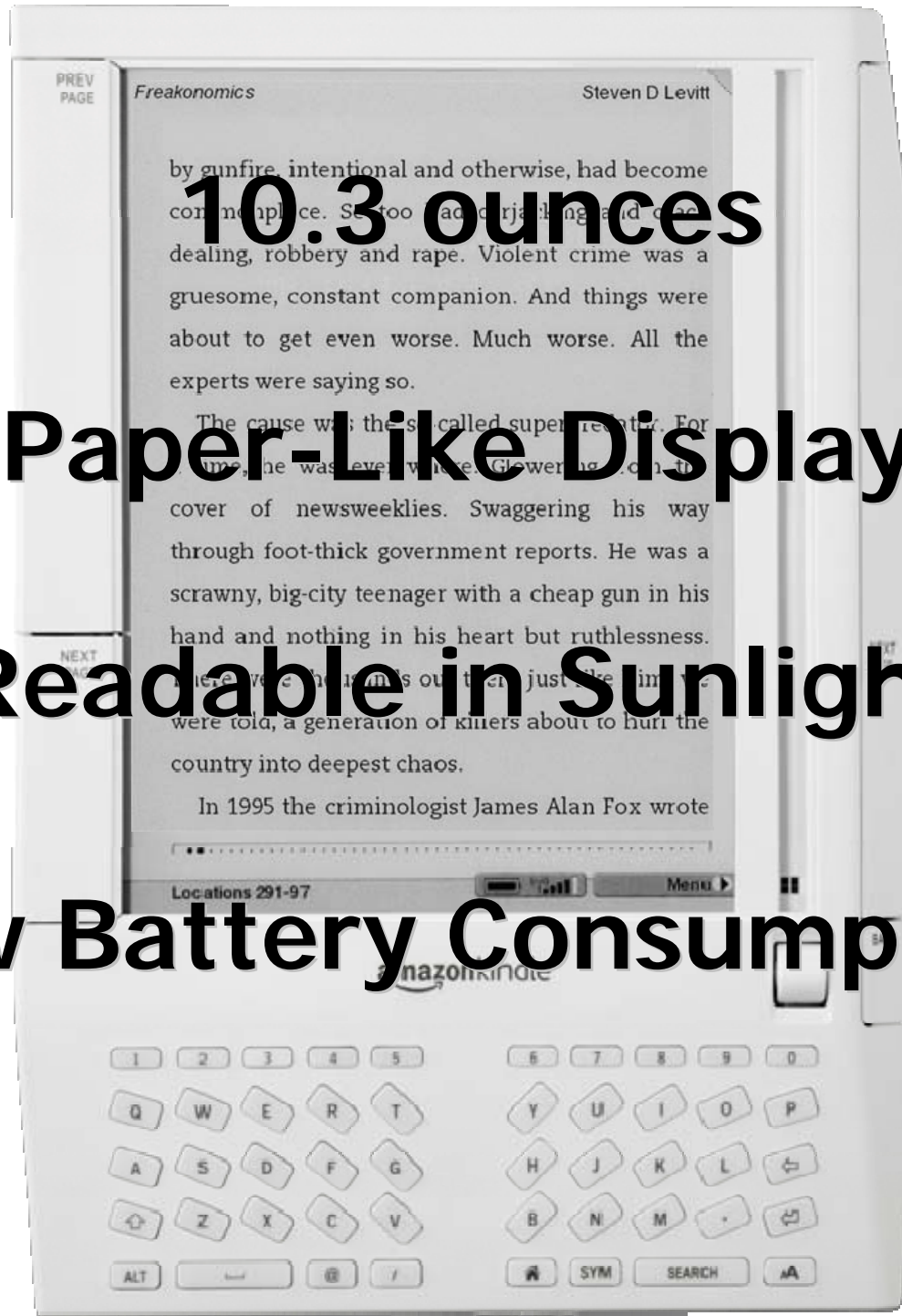
Animoto's EC2 Instance Usage



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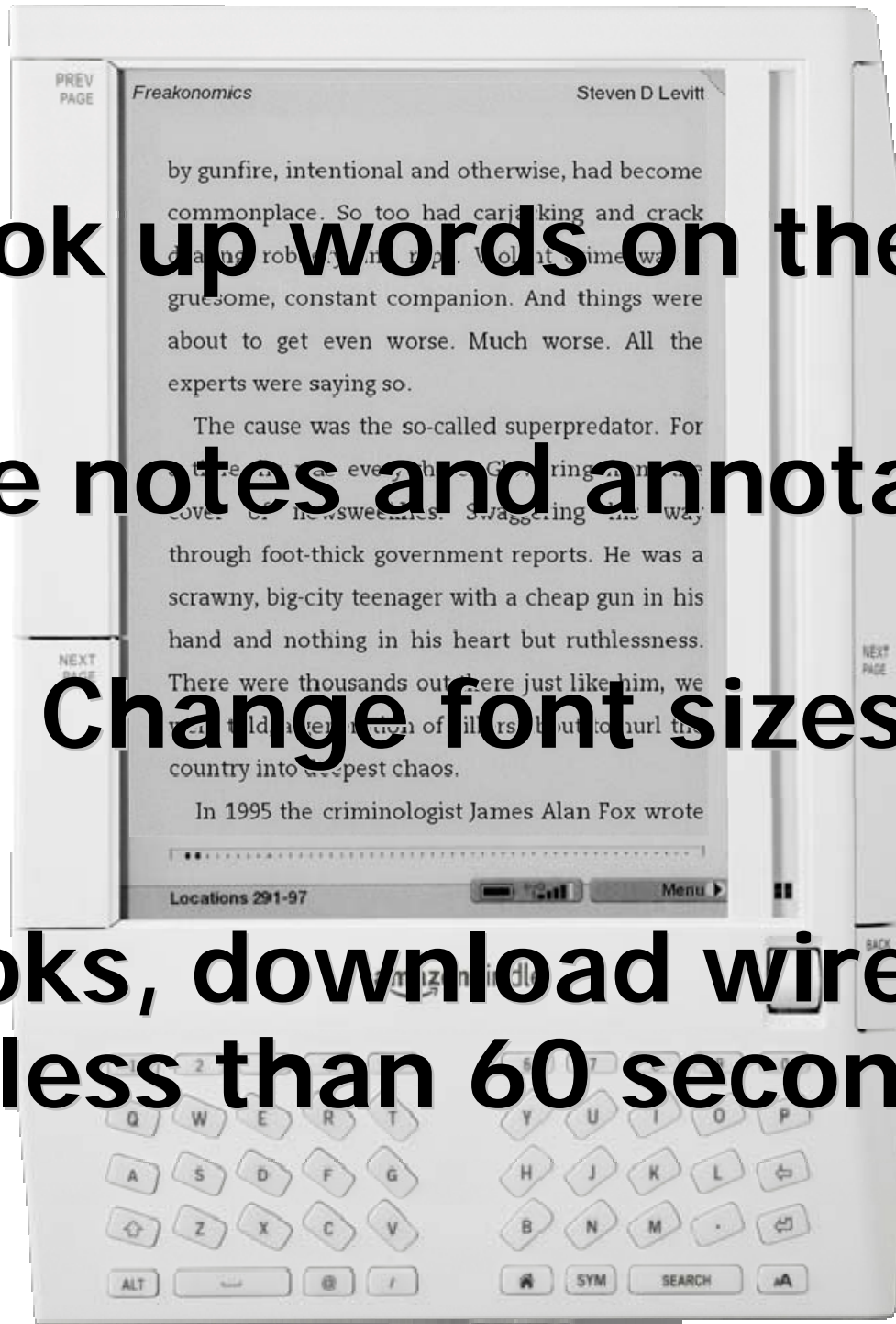


10.3 ounces

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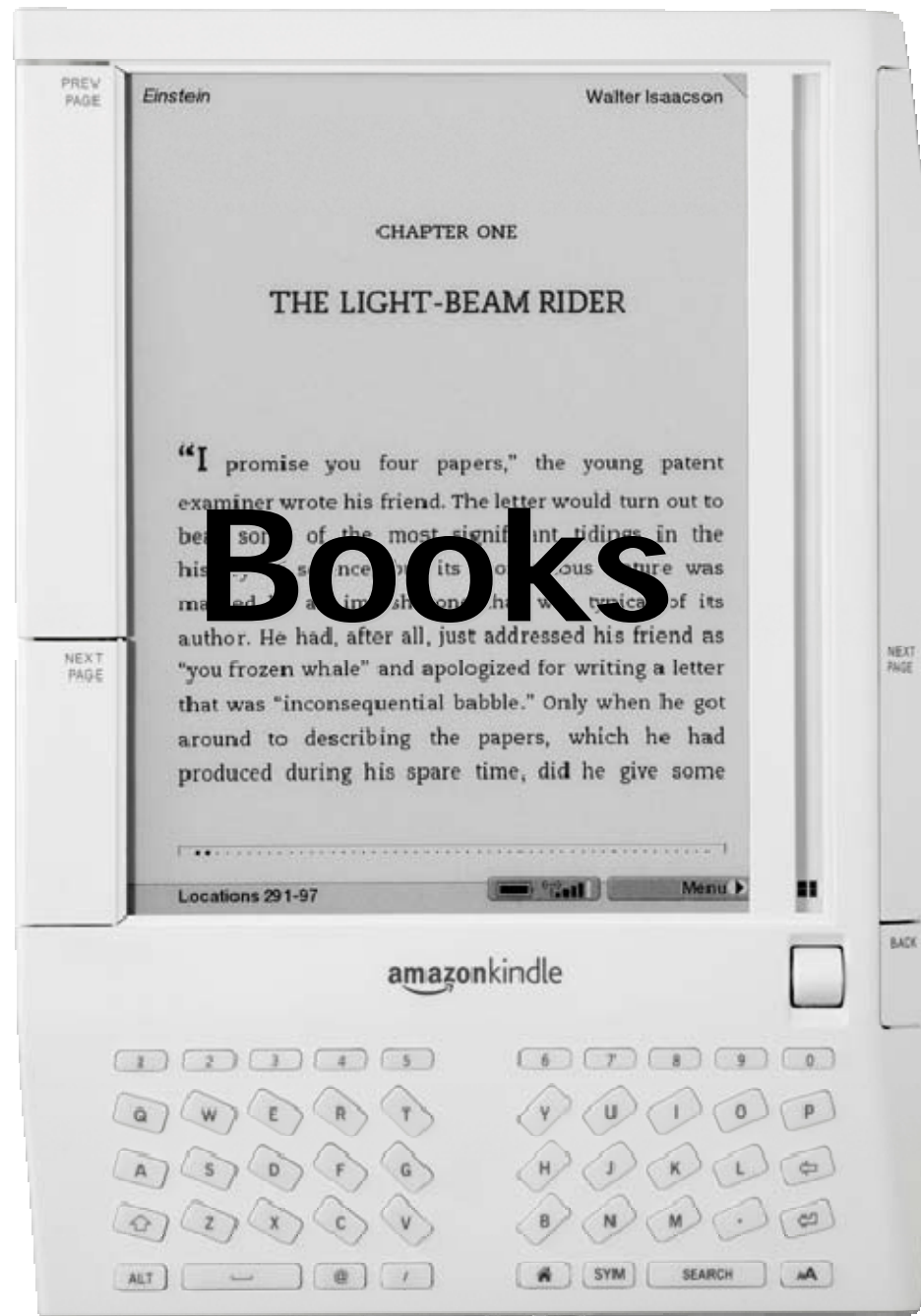


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PREV PAGE

Einstein

Walter Isaacson

CHAPTER ONE

THE LIGHT-BEAM RIDER

"I promise you four papers," the young patent examiner wrote his friend. The letter would turn out to be some of the most significant tidings in the history of science since its discovery was made. The author had, after all, just addressed his friend as "you frozen whale" and apologized for writing a letter that was "inconsequential babble." Only when he got around to describing the papers, which he had produced during his spare time, did he give some

NEXT PAGE

NEXT PAGE

Locations 291-97

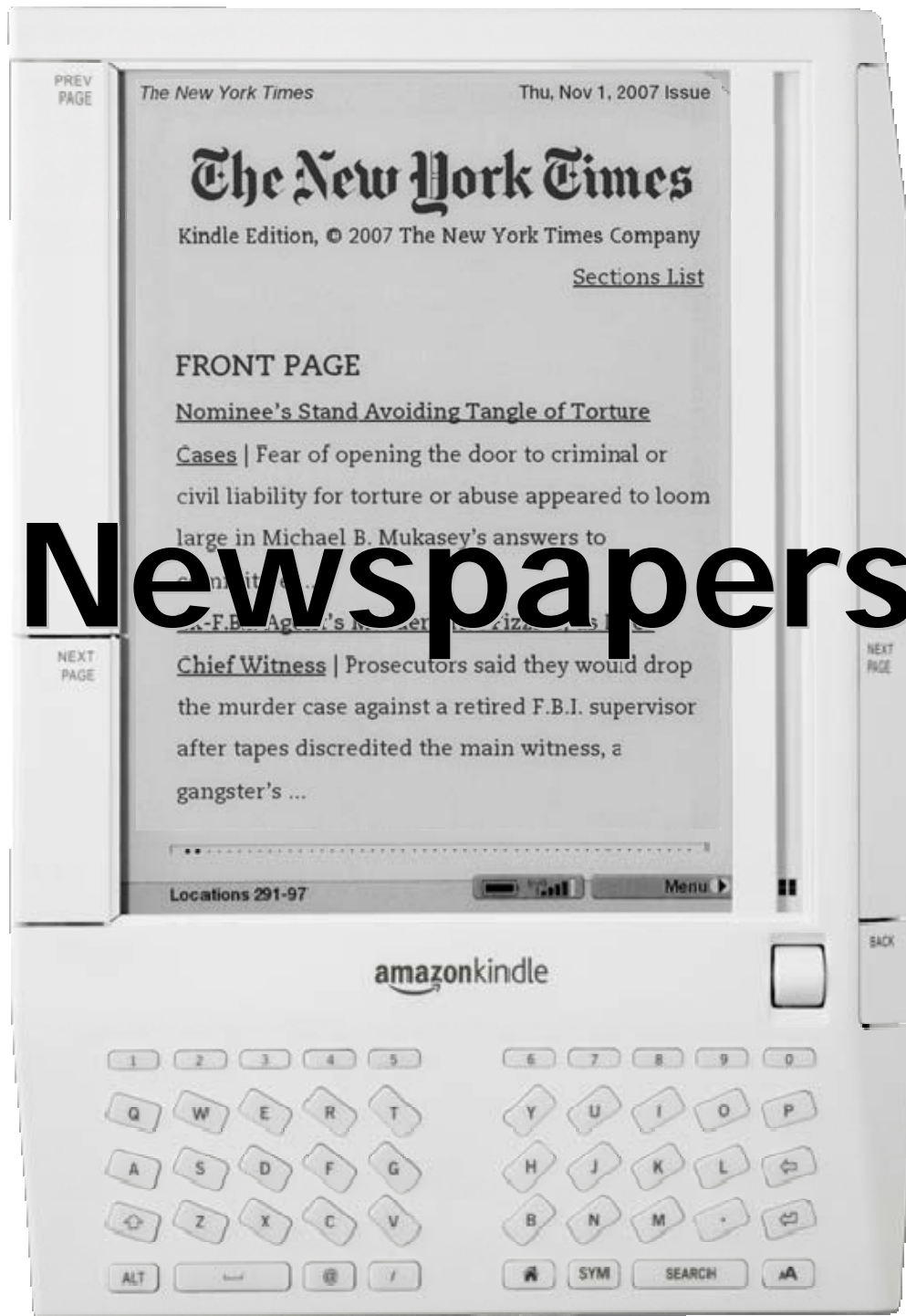


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War on the Unexpected -- Schneier's dynamite essay on the War on Terror

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Bruce Schneier has written a stunning essay on the War on Terror. It's a warning that the war has devolved into a war on the unexpected -- an arms-flapping hysterical world where every suspicion must be reported and investigated, and where every cop in the chain is encouraged to escalate every report. Governments are asking us

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Friday, May 30, 2008

To: Riverhead Fall '08 Launch Attendees

From: Geoff Kloske

Subject: THE WORDY SHIPMATES by Sarah Vowell

Personal Documents

Sarah Vowell makes geek chic again with the

Wordy Shipmates. Like her earlier bestselling

book, this one will have the same maverick

spirit of wit and precision focusing on a single

theme: This time she travels back to the Puritans

and finds them completely different from the

'buckles and corn' reputation they've been

saddled with. The Puritans turn out to be

.....

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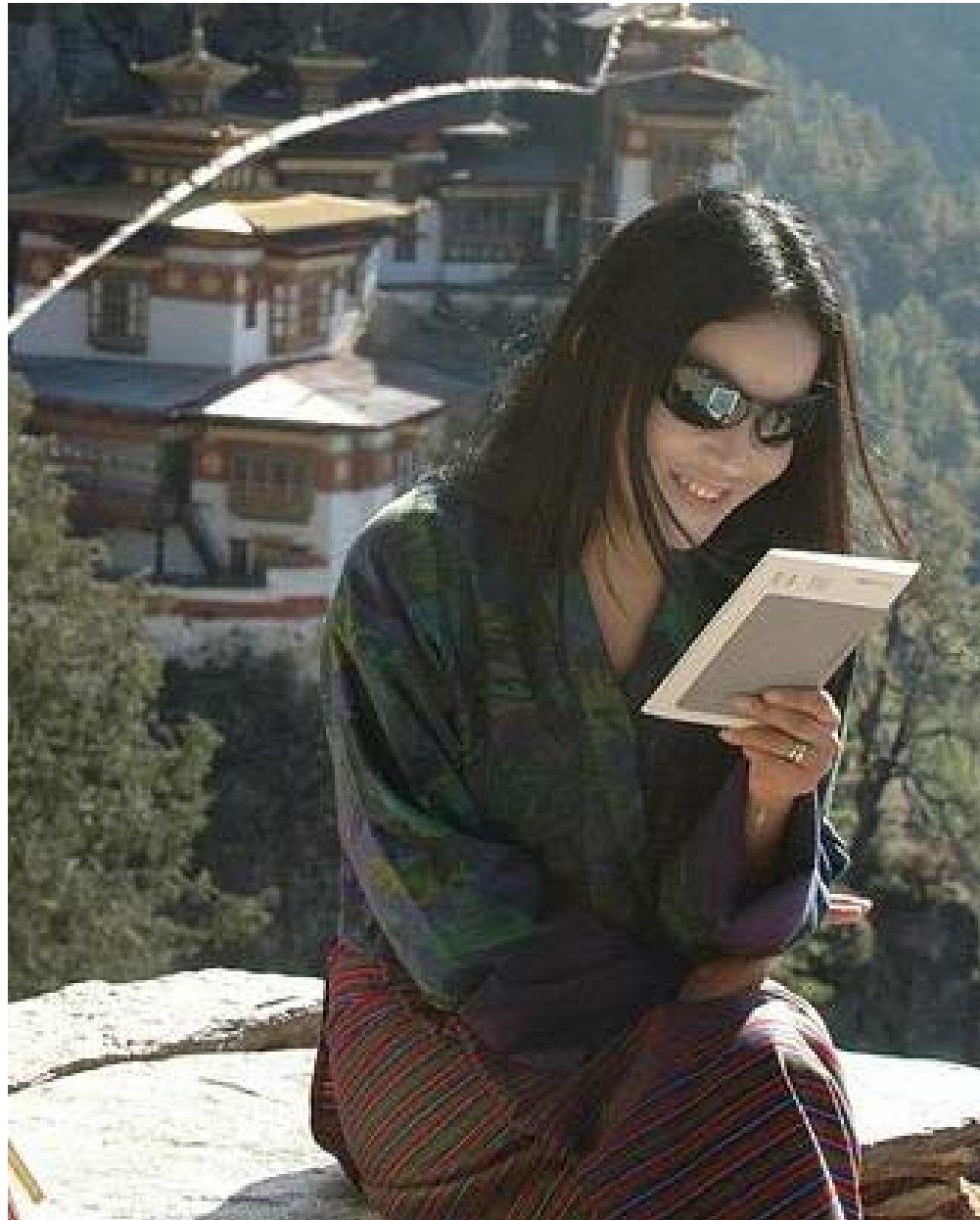
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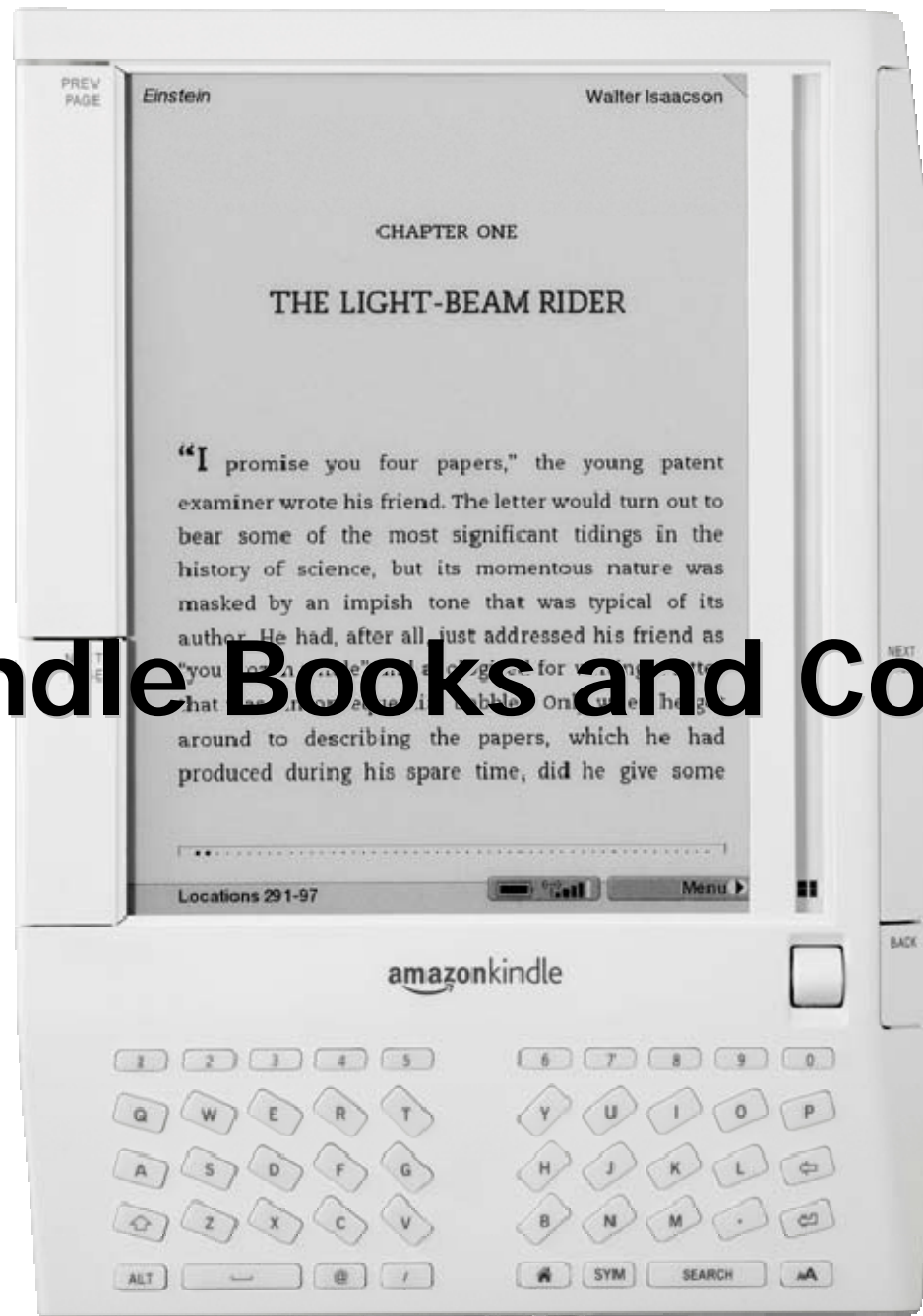
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Free Cash Flow Reconciliation -- TTM

(\$MM)	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>Q1 07</u>	<u>Q1 08</u>
Operating Cash Flow	\$393	\$566	\$733	\$702	\$1,405	\$726	\$1,039
Less: Purchases of Fixed Assets, including capitalized software development	<u>46</u>	<u>89</u>	<u>204</u>	<u>216</u>	<u>224</u>	<u>205</u>	<u>251</u>
Free Cash Flow	<u>\$347</u>	<u>\$477</u>	<u>\$529</u>	<u>\$486</u>	<u>\$1,181</u>	<u>\$521</u>	<u>\$788</u>

Consolidated Segment Operating Income Reconciliation -- TTM

(\$MM)	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>Q1 07</u>	<u>Q1 08</u>
Consolidated Segment Operating Income	\$361	\$490	\$566	\$500	\$849	\$560	\$928
Less:							
Stock-Based Compensation	88	58	87	101	185	124	205
Other Operating Expense (Income)	<u>3</u>	<u>(8)</u>	<u>47</u>	<u>10</u>	<u>9</u>	<u>7</u>	<u>15</u>
GAAP Operating Income	<u>\$270</u>	<u>\$440</u>	<u>\$432</u>	<u>\$389</u>	<u>\$655</u>	<u>\$429</u>	<u>\$708</u>