



August 23, 2017

Mr. John Mackey
Co-Founder, CEO and Director, Whole Foods Market
550 Bowie Street
Austin, TX 78703-4644

Dear Whole Foods Board of Directors:

Today we write to express our concerns about Amazon acquiring Whole Foods on behalf of our union family, which represents more than one million retail workers and their families—most of whom work inside grocery stores.

Amazon is well known for disrupting industries, but they are equally known for their preference of putting automation over real people. From piloting a store with zero cashiers to expanding its army of warehouse robots to testing drone delivery, Amazon is clearly determined to profit by creating a future where automation replaces good jobs—and many of the people who work at Whole Foods will be the latest to pay this steep price.

The question now is whether shareholders and the Board of Whole Foods will consider the loss of Whole Foods jobs, and the brand impact once customers realize Amazon has sacrificed these workers—the very people who made Whole Foods stores so successful.

Realistically, we expect shareholders to approve of your company's merger with Amazon. Our union family's only hope is that you will consider the well-being of every employee who works inside your stores. These hard-working men and women are not numbers on a balance sheet; rather, they have families to support and lives to build. They may not matter much to you or Amazon, but they matter to us.

Given President Trump's recent criticism about Amazon's business practices, the regulatory approval process seems likely to raise several troubling questions. With that in mind, we ask you to take the following steps to better protect Whole Foods employees if this merger receives regulatory approval.

The steps we believe Whole Foods should take include:

Protect Whole Foods Employees. Public reports have referenced eliminating Whole Foods cashiers and other positions, and embracing automation to do an increasing number of tasks within stores and warehouses. If these reports are wrong, and these jobs are safe, Whole Foods should publicly commit to protecting them from Amazon automation.

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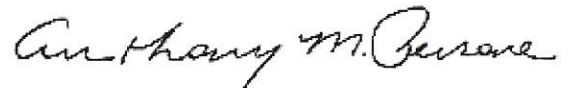
Protect Wages and Benefits. Will Whole Foods employees be asked to take pay cuts or lose hours or benefits? In the past, Whole Foods has talked about its good wages and benefits, but in more recent comments, CEO John Mackey has seemingly blamed employees for the company's loss of customers. Your employees deserve to know whether they will pay the ultimate price with lower wages, worse benefits, and lost hours.

In the coming weeks and months, Whole Foods employees will anxiously await to hear how this merger will benefit them. They deserve to hear more than platitudes. They deserve specifics about how Amazon's actions will impact them. Moreover, loyal customers who regularly shop at Whole Foods deserve to know the truth about how their neighbors and friends who work at Whole Foods stores will be impacted.

Again, we urge you, as members of the board and shareholders, to take the right steps to protect the jobs of hard-working Whole Foods employees.

We hope you will take these concerns seriously, and that you realize hard-working Americans are watching closely to see whether Whole Foods and Amazon do the right thing.

Sincerely,



International President

cc: Mary Ellen Coe
Shahid Hassan
Ken Hicks
Stephanie Kugelman
Joe Mansueto
Sharon McCollam
Scott Powers
Walter Robb
Ron Shaich
Jonathan A. Seiffer
Gabrielle Sulzberger