

Amazon Letter I

June 2017

Dear Team Members,

Today marks the beginning of an incredible new chapter in Whole Foods Market's history. In my nearly 39 years as co-founder and CEO, I could have never dreamed of this happening, but I am excited to announce that Whole Foods Market has entered into an agreement to merge with Amazon at a terrific value for our shareholders.

This partnership presents an incredible opportunity to take Whole Foods Market's mission and purpose to new levels and best positions our company and our Team Members for future success.

This year, Amazon earned the number one spot on "The World's Most Innovative Company" list by Fast Company. The rapid expansion of Amazon Prime plus the company's bold bets in the physical retailing world represent a constant cycle of customer-centric improvements and innovation.

Before natural and organic food became popularized and quality standards didn't exist, Whole Foods Market served as the visionary and established those standards. Amazon has played that same role in digital commerce by developing services that have revolutionized convenience and delivery for consumers.

We believe this partnership is going to create significant value for all of our stakeholders. This will enable us to be even more customer-centric and explore new ways to improve the shopping experience. Our Team Members will continue to see many opportunities for learning and growth. Most of our suppliers can expect to see increased business with us over time. Our investors are receiving a price that is 41 percent higher than our closing stock price on March 31. Whole Foods Market's deep commitment to all of our communities is going to remain as strong as ever, and our three Foundations can expect to continue to create value for their constituencies.

While the transaction must go through regulatory and shareholder approvals and other customary closing conditions, we currently anticipate closing in the second half of calendar 2017.

We recognize this is very big news and may cause some uncertainty. On behalf of the entire leadership team, I want to assure you that Whole Foods Market's culture, mission and purpose are deeply valued by Amazon and the quality standards that we have pioneered over the past four decades will not be compromised.

The Team Member Q&A provides additional information, but many details are still being finalized. We will share updates as soon as information is available to be as transparent as possible during this process. I will continue to serve as CEO, joining Amazon's worldwide consumer organization, and our leadership network will remain the same.

As you know, we are in a metamorphosis phase. While everyone processes change differently, this is an exciting new step to fulfill our higher purpose. Together, we have built an amazing company and

have positioned ourselves to deliver outstanding value for Whole Foods Market shareholders – which includes many of you.

As a fellow Team Member, I believe the possibilities to extend Whole Foods Market’s mission are virtually limitless, and I have never been more energized about what the future holds for all of us.

Much love,
John Mackey

Amazon Letter 2

August 2017

Dear Fellow Team Members,

Next week marks the official start of an amazing new chapter for both Whole Foods Market and Amazon, as well as a milestone in our mission to bring the highest quality natural and organic foods to more people. We are excited to announce that Amazon’s acquisition of Whole Foods Market will close on Monday. The regulatory approvals and shareholder vote in favor of the merger have all been completed, and as of August 28, we will all be part of one team.

Since we opened our very first store 39 years ago, we have been dedicated to selling the highest quality natural and organic foods – sourcing from and supporting many thousands of local farmers and suppliers, as well as helping nurture and grow some of the most important natural and organic brands across the world. We’ve grown from one tiny store in Austin to 470 stores across three countries, pioneered quality standards that have forever altered how people think about food, and transformed grocery shopping from a chore into a fun and pleasurable experience.

We have many accomplishments to be very proud of over our history, but I truly believe the best still lies ahead for us. Amazon shares our passion for industry-leading quality and service, and together the potential to expand our mission and make healthy food affordable and accessible to more people is greater than we could have ever dreamed.

The initial price reductions on some of our best-selling grocery staples that you will see on day-one are just the beginning. As our teams integrate technology, merchandising and logistics, our shared vision is to lower prices while maintaining our quality standards, and to continue enhancing the customer experience both inside and outside the store. And we will continue investing in all of you – the Team Members who make Whole Foods Market special.

We understand that you probably have many questions about what this means for you, your store,

facility or region, and we're committed to providing you with as much information as possible as things become finalized. The attached press release and Team Member Q&As provide some more details, and we're working together across Amazon and Whole Foods Market to make the right decisions for our Team Members and our customers now that the transaction has closed.

We think that the possibilities for learning from each other and the opportunities to extend our mission and purpose are virtually limitless, and we are excited to begin this journey together as one tribe. We are going to do some amazing things together and our future has never looked brighter than it does today.

With much gratitude and love,
John