

October 6, 2021

Chair Jennifer Carr-Smith  
President, CEO and Director Linda Findley Kozlowski  
Director Peter Faricy  
Director Brenda Freeman  
Director Elizabeth Huebner  
c/o Meredith Deutsch, General Counsel and Corporate Secretary

Via email: [investor.relations@blueapron.com](mailto:investor.relations@blueapron.com)

Re: Commending the board for the recapitalization and invitation to speak to institutional investors

Dear members of the Blue Apron board of directors:

I am writing on behalf of the Council of Institutional Investors (CII) to commend the board for the recent decision to recapitalize into a one-share, one-vote equity structure, ensure independent board leadership and eliminate supermajority provisions, among other significant environmental, social and governance reforms.<sup>1</sup> We believe your decisive action to ensure that voting power aligns with the equity stake of all Blue Apron shareholders is a significant development with positive implications not only for Blue Apron's long-term performance, but also for other multi-class companies whose boards are rethinking their equity structure.<sup>2</sup>

CII is a nonprofit, nonpartisan association of U.S. public, corporate and union employee benefit funds, other employee benefit plans, state and local entities charged with investing public assets, and foundations and endowments with combined assets under management of approximately \$4 trillion. Our member funds include major long-term shareowners with a duty to protect the retirement savings of millions of workers and their families, including public pension funds with more than 15 million participants. Our associate members include non-U.S. asset owners with about \$4 trillion in assets, and a range of asset managers with more than \$40 trillion in assets under management.

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<sup>1</sup> See Form 8-K dated September 15, 2021 at [https://www.sec.gov/ix?doc=/Archives/edgar/data/0001701114/000110465921115981/tm2127675d1\\_8k.htm](https://www.sec.gov/ix?doc=/Archives/edgar/data/0001701114/000110465921115981/tm2127675d1_8k.htm)

<sup>2</sup> We note, for example, the September 27, 2021 announcement of Victory Capital Holdings to eliminate its dual-class structure, at <https://www.businesswire.com/news/home/20210927005170/en/Victory-Board-Approves-Plan-to-Eliminate-Dual-Class-Share-Structure>.

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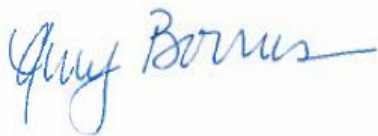
Since CII's 2017 letter to certain former Blue Apron directors raising concerns about unequal voting structures<sup>3</sup>, we have witnessed a troubling increase in newly public companies opting into capital stock structures with unequal voting rights. However, we are encouraged that the one-share, one-vote structure remains by far the most common equity structure among newly public companies, and just 12% of newly public companies have multi-class structures that lack reasonable time-based sunsets.<sup>4</sup> We are also heartened that a growing proportion of companies making their public debut with a dual-class structure are incorporating reasonable time-based sunset provisions to automatically convert to a single class of stock with equal voting rights.<sup>5</sup>

On behalf of CII, I would like to invite CEO Kozlowski or Chair Carr-Smith to speak at our spring conference, set for March 7-9, 2022, in Washington D.C. Our members would be extremely interested in hearing the full context behind your transition to equal voting rights, as well as the additional ESG enhancements that accompanied that transition. CII promotes good corporate governance, strong shareholder rights and sensible financial regulation that fosters fair, vibrant capital markets.

CII conferences, whether virtual or in-person, typically attract around 500 attendees, including governance and investment professionals at some of the largest pension funds and asset managers, as well as companies. Speakers at recent CII conferences include Jamie Dimon, chair and CEO of JPMorgan Chase; NYSE CEO Stacey Cunningham; Ursula Burns, former CEO and chair, Xerox; and SEC Chair Gary Gensler.

Please contact me at [amy@cii.org](mailto:amy@cii.org) or (202) 261-7082, or CII Deputy Director, Glenn Davis, at [glenn@cii.org](mailto:glenn@cii.org) or (202) 261-7097, with any questions you may have.

Sincerely,



Amy Borrus  
Executive Director

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<sup>3</sup> See letter dated June 20, 2017 from Ken Bertsch to Messrs. Goodman, Salzberg and Singer at [https://www.cii.org/files/issues\\_and\\_advocacy/correspondence/2017/06\\_20\\_17\\_letter\\_to\\_Blue\\_Apron\\_final.pdf](https://www.cii.org/files/issues_and_advocacy/correspondence/2017/06_20_17_letter_to_Blue_Apron_final.pdf).

<sup>4</sup> See CII analysis of 1H 2021 traditional IPOs, de-SPAC mergers and direct listings, available at [https://www.cii.org/Files/issues\\_and\\_advocacy/Dual%20Class%20post%206-25-19/Dual-Class%20IPO%20Snapshot%20First%206%20months%20of%202021\\_GD%20comments%20\(002\).pdf](https://www.cii.org/Files/issues_and_advocacy/Dual%20Class%20post%206-25-19/Dual-Class%20IPO%20Snapshot%20First%206%20months%20of%202021_GD%20comments%20(002).pdf).

<sup>5</sup> See CII list of Companies with Time-Based Sunsets on Dual-Class Stock at [https://www.cii.org/Files/issues\\_and\\_advocacy/DualClassStock/7-22-21%20Time-based%20Sunsets.pdf](https://www.cii.org/Files/issues_and_advocacy/DualClassStock/7-22-21%20Time-based%20Sunsets.pdf), last updated June 22, 2021.