GOOGLE INC AGM Date: 2013-06-06

1.01 Elect Larry Page **For**

1.02 Elect Sergey Brin **Withhold**
Non-Executive Director. Co-Founder and former President of Technology and Chairman. Not independent by company, not independent by PIRC as Mr. Brin currently holds 40.1% of the Class B Common Stock, which is approximately 27.7% of the total voting power. There is insufficient independent representation on the Board as a whole.

1.03 Elect Eric Schmidt **Withhold**
Executive Chairman since April 2011 and former CEO. Mr. Schmidt currently holds 10.9% of the Class B Common Stock, which is approximately 7.6% of the total voting power. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is viewed that the Chairman should be independent of management, as this is not the case a withhold vote is recommended.

1.04 Elect L. John Doerr **Withhold**
Non-Executive Director. Independent by company, not considered independent as he has been on the Board for more than nine years. Additionally he owns 2% of the Class B shares and therefore holds 1.4% of the voting power in the company. There is insufficient independent representation on the Board.

1.05 Elect Diane B. Greene **For**

1.06 Elect John L. Hennessy **Withhold**
Lead Independent Director. Independent by company, not independent by PIRC as he has been on the Board for more than nine years and he was Chair of the Stanford University Department of Computer Science between 1994 and 2000, and is currently President of Stanford, where Google's co-founders were PhD students. In addition, it is noted that in 2012 Google paid approximately $3.5 million to Stanford University, of which $3.4 million primarily represented donations for scholarships and other philanthropic endeavours and approximately $80,000 related to the license by Stanford of patents. There is insufficient independent representation on the Board.

1.07 Elect Ann Mather **Withhold**
Independent Non-Executive Director. However, there are concerns over her aggregate time commitments.

1.08 Elect Paul S. Otellini **Withhold**
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.09 Elect K. Ram Shriram **Withhold**
Non-Executive Director. Independent by company, not considered independent as he has served on the Board for more than nine years. In addition, we note that in 2012, Google paid approximately $3.5 million to Stanford University of which Mr. Shriram is a trustee, of which $3.4 million primarily represented donations for scholarships and other philanthropic endeavours and approximately $80,000 related to the patent license by Stanford. There is insufficient independent representation on the Board.

1.10 Elect Shirley M. Tilghman **For**

2 Ratify the appointment of the auditors **Abstain**

Ernst & Young LLP proposed. Non-audit fees represented 38.7% of the statutory audit fees during the year under review and 22.6% on a three-year aggregate basis. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, an abstain vote on the resolution is recommended.

3 Shareholder proposal regarding a Report on Lead Batteries in Google's Supply Chain **For**

Proposed by: Pax World Mutual Funds.

The proponents request that the Board report to shareholders, by December 1, 2013 on options for policies and practices Google can adopt to reduce the occupational and community health hazards from manufacturing and recycling lead batteries in the company's supply chain. Such a report would be prepared at reasonable cost and omitting confidential information such as proprietary or legally prejudicial data.

The supporting statement highlights the toxic nature of large data centres that can contain banks of thousands of lead-acid batteries to power the computers in case of a grid failure. The proponents of this proposal believe that it is in Google's interest to track where used lead batteries generated from operations end up, and to ensure that batteries are properly recycled in appropriately licensed facilities that meet stringent environmental and occupational safety standards.

The Board respond that environmental sustainability is a core value at Google, that they are a carbon neutral company and have strong initiatives in place to reduce the environmental impact of their global operations. Google's data centres in the United States received ISO 14001 and OHSAS 18001 certifications, making them the first major internet services company to gain external certification of high environmental and workplace standards. The Board states that they have implemented a strong battery recycling program, and that an additional one-time report to stockholders is unnecessary to ensure a strong commitment to their sustainability strategy.

It is viewed that as the Company has already gone a fair way to complying with the proponents request it should not be too onerous or expensive to compile the requested report. It is considered that increased transparency regarding the potential risks of items related to product offerings is of benefit to shareholders. Therefore we vote for.

4 Shareholder proposal regarding Equal Shareholder Voting **For**

Proposed by: John Chevedden

The proponents request seeking shareholders' approval to adopt a plan for all of the company's outstanding stock to have one-vote per share. This would be all practicable steps including encouragement and negotiation with shareholders, who have 10-votes per share, to request that they relinquish, for the common good of all shareholders, any pre-existing rights, if necessary.

It is considered that the dual or triple class structure treats the majority of shareholders inequitably. The principle of "one vote one share" is supported. Note: This is a repeat of a proposal at the 2012 Annual meeting which received 17.6% of the votes cast for the resolution. (As three directors hold 65.1% of voting power, this represents more than 50% of the remaining voting power.)

5 Shareholder proposal regarding Executive Stock Retention **For**

Proposed by: James McRitchie

The proponents request that the executive pay committee adopt a policy requiring senior executives to retain a significant percentage of shares acquired through equity pay programs until reaching normal retirement age and to report to shareholders regarding the policy before the Company's next annual meeting. For the purpose of this policy, normal retirement age would be an age of at least 60 and determined by the executive pay committee. Shareholders recommend that the committee adopt a share retention percentage requirement of at least 25% of net after-tax shares. The supporting statement notes that requiring senior executives to hold a significant

portion of stock obtained through executive pay plans would focus the executives on the company’s long-term success. The Board responds that in April 2012, they increased the stock ownership requirements as follows: (i) founders, Chief Executive Officer, and Executive Chairman shall each own at least 20,000 issued and outstanding shares of Google stock (increased from 7,500); and (ii) each Senior Vice President shall own at least 5,500 issued and outstanding shares of Google stock (increased from 2,000).
The stock ownership requirements are still deemed to be low compared to total compensation of the Named Executive Officers. It is considered that the board has not provided a sufficient argument as to why retaining stock proportionally to the level of award would be detrimental to the retention of Executive officers.

6 Shareholder proposal regarding Succession Planning For
Proposed by: Laborers’ District Council and Contractors’ Pension Fund of Ohio.
The proponents request that the Board initiate the appropriate process to amend the Company’s Corporate Governance Guidelines to adopt and disclose a written and detailed succession planning policy, including the following specific features:
• The Board of Directors will review the plan annually;
• The Board will develop criteria for the CEO position which will reflect the Company’s business strategy and will use a formal assessment process to evaluate candidates;
• The Board will identify and develop internal candidates;
• The Board will begin non-emergency CEO succession planning at least 3 years before an expected transition and will maintain an emergency succession plan that is reviewed annually;
• The Board will annually produce a report on its succession plan to shareholders.
The Board respond that one of the principal duties of the Board is to review management succession planning, but also add that they believe that the directors and the Chief Executive Officer should collaborate on succession planning and that the entire board should be involved in the critical aspects of the management succession planning process.
It is viewed that the proponent's request that the Board discloses a policy and report on succession planning is not overly prescriptive and permits the Board to maintain a sufficient level of discretion over confidential information whilst informing shareholders on a key aspect of good corporate governance. This information is considered to be of material interest for shareholders. Therefore, we vote for.