



February 25, 2010

Jing Zhao
160 Maidenhair Court
San Ramon, California 94582

RE: Google Inc. 2010 Proxy Stockholder Proposal

Dear Mr. Zhao,

We are in receipt of the stockholder proposal submitted regarding Human Rights Impacts of Google Business in China. I understand that representatives of Google Inc. are in communication with you regarding this proposal, and we look forward to continuing this dialogue. However, in the event this dialogue does not result in a mutually acceptable decision, we are providing you with a copy of the opposition statement that Google Inc. intends to include in its proxy statement for the 2010 annual meeting of stockholders at this time in order to comply with SEC requirements. The statement is as follows:

Google Opposing Statement

We agree with the proponent that free expression on the Internet is a vital issue and that companies should recognize their responsibilities to help protect human rights in the countries in which they do business. The Board of Directors opposes this proposal, however, because Google is already following strong and specific standards to protect its users and to promote global free expression. We are also currently in the midst of a review of our operations in China that could significantly change the situation to which the proposal is addressed.

The concrete steps Google is taking to support free expression in China and other nations lead the industry. For example, we have paved the way in transparency with our users, telling them when search results are incomplete due to government regulations. When we believe that doing so will help promote the cause of free expression, we publicize instances of government requests and our response to such requests. And we support proposals and legislation that are designed to enhance free expression and oppose censorship. We also fund programs that allow dissidents, bloggers, and journalists to share best practices and make themselves heard.

Google actively participates in industry-wide efforts to set standards for behavior in countries that challenge free expression and threaten their citizens' privacy. As one of the founders of the Global Network Initiative, Google works collaboratively with other companies, individuals and non-governmental organizations engaged in the protection of human rights. We have committed to follow the core principles and guidelines outlined in the GNI and to allow an external audit for companies to demonstrate adherence to the appropriate policies and procedures. We have included the GNI principles in our employee code of conduct and assess the human rights implications of opening new markets or introducing new products into existing markets.

Given these policies and circumstances, we recommend that stockholders vote against this proposal.

Recommendation

Our board of directors recommends a vote AGAINST the stockholder proposal.



Should you have any questions about this matter, please contact me by phone at: 650-214-1887 or by facsimile 650-240-3928.

Regards,

A handwritten signature in cursive script, appearing to read "K. Stephens", is positioned above the typed name.

Katherine Stephens
Senior Corporate Counsel
Google Inc.

CC: Kent Walker
Donald Harrison
Pablo Chavez
Bob Boorstin