

**GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043
(650) 253-0000**

March 29, 2010

Dear Stockholders:

We are pleased to invite you to attend our 2010 Annual Meeting of stockholders to be held on Thursday, May 13, 2010 at 2:00 p.m., local time, at our headquarters at 1600 Amphitheatre Parkway, Mountain View, California 94043. For your convenience, we are also pleased to offer a live webcast of our Annual Meeting and Google Moderator to allow you to propose questions for the question and answer portion of the Annual Meeting on the Investor Relations section of our web site at investor.google.com.

Details regarding admission to the meeting and the business to be conducted are described in the Notice of Internet Availability of Proxy Materials (the "Notice") you received in the mail and in this proxy statement. We have also made available a copy of our 2009 Annual Report to Stockholders with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business and products.

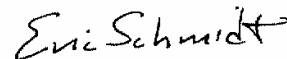
We have elected to provide access to our proxy materials over the internet under the Securities and Exchange Commission's "notice and access" rules. We are constantly focused on improving the ways people connect with information, and believe that providing our proxy materials over the internet increases the ability of our stockholders to connect with the information they need, while reducing the environmental impact of our Annual Meeting. If you want more information, please see the Questions and Answers section of this proxy statement or visit the Annual Stockholders Meeting section of our Investor Relations web site.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. You may vote over the internet, as well as by telephone, or, if you requested to receive printed proxy materials, by mailing a proxy or voting instruction card. Please review the instructions on each of your voting options described in this proxy statement as well as in the Notice you received in the mail.

Also, please let us know if you plan to attend our Annual Meeting by marking the appropriate box on the enclosed proxy card, if you requested to receive printed proxy materials, or, if you vote by telephone or over the internet, by indicating your plans when prompted.

Thank you for your ongoing support of Google. We look forward to seeing you at our Annual Meeting.

Sincerely,



PROPOSAL NUMBER 6
STOCKHOLDER PROPOSAL

Jing Zhao has advised us that he intends to submit the proposal set forth below for consideration at our Annual Meeting.

Human Rights Impacts of Google Business in China

Whereas, mindful of the misuse of information technology by the Government of China to monitor electronic communications, to restrict Internet access and use, and to arrest and severely punish Internet users in China for expressing and exercising their free speech and free association rights, and

Whereas, recognizing the special responsibilities and obligations that these major abuses of human rights place on Google doing business in China in ways that could contribute to these abuses, and,

Whereas, taking into account the fact that U.S. laws prohibit the involvement and support of U.S. companies in major human rights abuses taking place in foreign nations, and specifically prohibit actions by U.S. companies that contribute to major human rights abuses by law enforcement authorities in China,

Therefore, be it resolved, that the following human rights principles should be formally adopted by Google to guide its actions relating to its operations affecting China:

1. No information technology products or technologies will be sold, and no assistance will be provided to law enforcement authorities in China, that could contribute to human rights abuses in that country. Specifically, no user information will be provided, and no technological assistance will be made available, that would place individuals at risk of persecution based on their access or use of the Internet or electronic communications for free speech and free association purposes.
2. Censorship of access or use of the Internet will not be used as a method of restricting assistance to Chinese law enforcement authorities engaged in Internet or electronic surveillance that adversely affects the human rights of users. Every effort will be made to assist users to have access to encryption and other protective technologies and approaches, so that their access and use of the Internet will not be restricted, before resorting to censorship as a means for preventing unlawful surveillance and repression by Chinese law enforcement authorities. Google will provide financial and technological support to efforts aimed at developing and making more accessible to users in China more advanced technologies that would allow them to evade unlawful surveillance of their Internet use by Chinese authorities.
3. Google will establish a Human Rights Committee with the responsibility to review and approve all policies and actions taken by the Company that might affect human rights observance in countries where it does business, or where its products and technologies are being used. This Committee will include high level officials of Google, and respected outside human rights experts who are in a position to help Google understand the human rights impacts of their activities abroad, and frame approaches that will assure that Google does not contribute to human rights abuses by foreign governments.

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.

Required Vote

Approval of the stockholder proposal requires the affirmative "FOR" vote of a majority of the votes cast on the proposal. Unless marked to the contrary, proxies received will be voted "AGAINST" the stockholder proposal.

Recommendation

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