

# Annual General Meeting

## Company Participants

- Eli Collins, Vice President, Product at Google DeepMind
- John L. Hennessy, Chair of the Board of Directors
- Jonas Kron, Chief Advocacy Officer
- Kathryn Hall, Vice President, Legal and Head of Corporate & Assistant Secretary
- Kent Walker, Corporation Secretary
- Kristen Lang, Deputy Director of ESG Investing
- Lauren Compere, Managing Director and Head of Stewardship & Engagement
- Mari Schwartzner, Director, Shareholder Activism and Engagement
- Matthew Illian, Director of Responsible Investing
- Natasha Lamb, Managing Partner & Portfolio Manager
- Paul Chesser, Director
- Ruth M. Porat, Senior Vice President and Chief Financial Officer
- Sarah Couturier-Tanoh, Associate Director
- Sundar Pichai, Chief Executive Officer & Director
- Unidentified Speaker

## Other Participants

- Analyst

## Presentation

### John L. Hennessy {BIO 1433018 <GO>}

Hello, everyone. Thank you for joining Alphabet's 2023 Annual Stockholders' Meeting. I'm John Hennessy, and I have the privilege of serving as Chair of the Board of Directors of Alphabet, and I'll be presiding over today's meeting.

Joining us today are members of Alphabet's Board of Directors. We also have members of the management team participating. I'll open with a few words, and then I'll turn it over to Sundar, who will talk about how our work to make AI more helpful for everyone is the most significant way we can make progress on our mission. We'll then hear from Eli Collins, Vice President of Product at Google DeepMind. He'll share more on our approach to AI responsibility and principles. Then Kathryn Hall, our Vice President of Corporate, Legal, and Assistant Corporate Secretary, will go through the formal business of the meeting.

Finally, we'll have a Q&A session where we will answer a number of stockholder questions that have been submitted online. We will focus on addressing the topics of most interest to stockholders. You can see all the rules and procedures for this meeting posted on the Virtual Annual Meeting platform.

In recent years, there has been no shortage of challenges to occupy the world's attention, from the global pandemic, supply chain disruptions and the war in Europe, which have shown us the power of human resilience and the importance of innovation. Against this backdrop, Alphabet continues to deliver helpful services, like Google Search and Google Cloud for people and for our partners around the world, while also investing in technologies that are foundational to the future. This remains our focus and responsibility today and in the coming years. For seven years now, Alphabet has led the way in advancing the field of AI.

Our AI-first strategy aims to find technology breakthroughs that will deliver significant benefits for society. That vision has motivated years of research and product work as well as investments in the best technical talent. This was reflected a few weeks ago at the annual developer event, Google I/O, where the company showcased the many ways that Google is making AI even more helpful for people, for businesses, and for communities. It was an impressive display, and I'm proud to see how the company is reimagining its core products like Search, Workspace, and Android. Sundar will talk more about this in just a moment.

Importantly, Alphabet is focused on developing AI responsibly. Alphabet was among the first to develop and adopt AI principles and to implement an AI governance structure, which is important for the long-term development of this technology. As this work continues, the company is also committed to investing responsibly for long-term growth and to finding areas where it can operate more cost-effectively. Beyond AI over the past year, our Board has redoubled its efforts to engage on the issues most important to our company. Environmental, social, and governance topics have been front and center in many of those conversations. In my role as Chair of the Alphabet Board, I've worked closely with our Legal and Investor Relations teams to understand and respond to investor perspectives on these matters.

Our Board is pleased to see Alphabet increase transparency in some key areas. These include our recently completed Civil Rights audit and our disclosure of water metrics for Google-owned data centers. Our senior management team oversees this work and provides regular updates to our Board, and we actively prioritize our oversight duties and frequently engage with leaders at the company on important matters like these. A company building products for billions of people around the world benefits from a workforce with a diversity of skills, backgrounds, and cultural experiences.

Our Board is no different. I'm proud of the diversity of backgrounds represented on our Board, including those our most recently appointed directors. Nearly 2/3 of our directors identify as female or from an underrepresented community. Our robust director selection process most recently led to the appointment of Marty Chavez in July. Marty brings years of deep experience from the worlds of finance and

technology to our Audit and Compliance committee. He joins Frances Arnold and Robin Washington as Board members appointed in just the past five years.

Looking ahead, it's an exciting time for technology, full of opportunity for our company and the broader industry. Alphabet remains among the top R&D investors in the world, and these investments have yielded glimpses of the future from our work in quantum computing to our many AI-supported breakthroughs. The importance of technology companies to society has never been more profound, and our Board is proud of the meaningful contributions by our company, especially during challenging times.

Since Alphabet's founding, we have been committed to being helpful to people around the world through products that support a better future and by earning our users' trust every day. For our Board, overseeing that mission is why we exist, and we're deeply grateful that our stockholders helped make that possible.

With that, I'll turn it over to Sundar.

## **Sundar Pichai** {BIO 15004624 <GO>}

Thanks, John. Hi, everyone. Thank you for joining us today. It's been an eventful 12 months since our last annual meeting. The macroeconomic climate became more challenging, while AI progress and acceptance has accelerated. In particular, generative AI has captured the imagination of people around the world. It's an exciting inflection point.

Looking back at the defining AI breakthroughs over the last decade, our world-class research teams have contributed to a significant number of them, including AlphaGo, Transformers, sequence-to-sequence models, and more. It's a particularly exciting moment for us because of how it relates to our mission. We are fortunate to have a timeless mission to organize the world's information and make it universally accessible and useful, and it grows more relevant with each passing year.

Making AI more helpful for everyone is the most significant way we can make progress on our mission. As we outlined at Google I/O last month, we are doing this in four ways: Improving knowledge and learning, boosting creativity and productivity, enabling others to innovate with AI, and building and deploying AI responsibly. First, we are using AI to improve knowledge and learning and deepen people's understanding of the world. The biggest way we do this is through our founding product, Search.

The opportunity to make search better was the reason we started investing so deeply in AI to begin with. With each breakthrough, we have made it more helpful and intuitive, from improvements in language understanding to computer vision and multi-modality. Today, even if you don't have the words to describe what you're looking for, you can search anything you see with Google Lens. In fact, Lens is used for over 12 billion visual searches every single month. Advances in large language

models allow us to better connect people to the richness of the web and help them more easily find and understand what they are looking for.

In Search, this means unlocking entirely new types of questions that people never thought Search could answer. As we take the early steps to incorporate our latest large language model capabilities in Search, we are also keeping information quality and user trust as a North Star. That's why last week, we launched our new search-generative experience in Search Labs first. We'll get feedback and continue to improve the experience. Videos are also an increasingly important source of knowledge and learning, making YouTube even more central to delivering on our mission.

Google's AI will unlock a new era of creativity for creators and help them expand their audience and build their businesses. At the same time, viewers are increasingly watching YouTube on the largest screen in their house, the television. According to Nielsen, YouTube is the leader in streaming watch time on TVs in the U.S.. And we are seeing momentum across the twin engines of our ads and subscriptions businesses. Revenues across all YouTube products were nearly \$40 billion over the past 12 months. The same capabilities that are transforming how people access knowledge can also help them express themselves more creatively across our products.

Bard, our Experiment and Conversational AI, continues to improve rapidly with more visual responses, coding upgrades, and new languages. It also has the ability to interact with other Google products with third-party partners coming soon. Bard is now available in 180 countries and territories with more coming soon.

AI can also help people work more productively. Our latest tools for Google Workspace will help people create and refine emails and documents and easily generate images from text descriptions in slides and meet. Our computing platforms are central to how we support both creativity and productivity. They are with users throughout their day and helpful in the moment.

On Android, we are bringing new advances to make devices more personal, including Magic Compose for messages and Generative AI wallpapers. We are also driving progress across the ecosystem, helping devices work better together. For example, we've invested to improve app experiences on large screen devices like tablets and foldables. And speaking of foldables, we were proud to introduce new Pixel devices, including the Pixel Fold and Pixel Tablet, as well as the much anticipated Pixel 7a.

Alongside our own products, we are enabling developers, businesses, and communities to build their own transformative products and services using AI. AI is a platform shift that creates opportunity for every organization, so we are focused on making it easy and scalable for others to innovate. Google Cloud is providing access to our computing infrastructure and foundation models, and the tooling for companies to train and run their own models. One example is Generative AI support

in Vertex AI. Developers can now easily use, customize, and deploy foundation models to production, opening up a new era of useful applications. Finally, we are building and deploying AI responsibly so everyone can benefit. Our AI principles, launched in 2018, continue to guide our overall approach. As the technology evolves, so does our work.

Last month, we announced we will provide ways to identify when we have used AI to generate content in our services. And we are engaging deeply in responsible AI regulation between governments, industry experts, publishers, academia, and civil society. In the last few weeks, I was both in Washington DC and Europe to talk to leaders and policymakers about how we can build AI responsibly together with frameworks that are robust and pro-innovation.

To make the most of the AI opportunities ahead, we are sharpening our focus as a business. Including the formation of a new unit called Google DeepMind that brings together two of our world-class research teams. Backed by the computational resources of Google, this unit will help us accelerate our progress in AI, ensuring we can build more capable systems safely and responsibly. The teams at Google DeepMind are working on Gemini, a new foundation model built to be multimodal from the ground up. While still in training, it's already showing multimodal capabilities not seen in prior models. We are excited to see the capabilities this model will bring to Google products and experiences and what developers will do with it once it becomes more widely available.

More broadly, we are committed to investing responsibly with great discipline into finding areas where we can operate more cost-effectively. Looking across Alphabet, we are investing where we see potential for long-term growth as emerging technologies begin to transform what's possible in many different sectors. This year, Waymo began testing in fully autonomous mode in its third major city, Los Angeles.

And last week, we announced that Waymo vehicles would be available on the Uber app, starting in Phoenix, beginning later this year. At over 180 square miles, Waymo's Phoenix operations are currently the largest fully autonomous service area in the world. Wing, our drone delivery service, recently celebrated more than 300,000 commercial deliveries. In the last year, Wing expanded to serve the Dallas/Fort Worth metro area, began operating in new parts of Australia with DoorDash, and launched a new trial in Ireland.

In closing, the shift to AI is as profound as any technology shift we have experienced before. As an AI-first company, we are approaching this with a sense of excitement and a deep commitment to get it right. As we have said, that's the race that matters most and where we are focused. We are in the early days and the best is still ahead. Thanks for being with us on this journey and for joining us today.

I'm going to turn it over now to Eli Collins, our VP of Product at Google DeepMind, who's going to go a bit deeper on AI responsibility.

## Eli Collins

Thanks, Sundar. Hi, I'm Eli Collins, VP of Product for Google DeepMind. As Sundar shared, our vision is to develop AI in a bold and responsible way. So let me give you a sense of what this looks like at Google.

First, we're harnessing AI to solve the biggest challenges facing communities around the world. This is everything from developing technology that can one day cure diseases to predicting natural disasters. For example, during a natural disaster, we know that timely information can play a critical role in saving lives that's why Google Research has built a flood forecasting system based on machine learning, and we recently expanded this to over 80 countries worldwide. We also now provide flood forecasting up to seven days in advance, giving communities vital time to prepare.

Another example from the cutting edge of science is Google DeepMind's work on AlphaFold. AlphaFold is our AI system that has solved a decades-long scientific challenge to understand the structure of proteins, the building blocks of life. Last year, AlphaFold was able to uncover the structure of more than 200 million proteins, essentially all the proteins known to science. We open-sourced AlphaFold's code and published two in-depth papers in Nature. More than a 1 million researchers have now used AlphaFold's data, and over the coming years, we could see AlphaFold help with creating new drugs that can cure diseases.

We're also using AI to make technology accessible to more people. For example, with Live Caption, you can get real-time text captions for audio on Android, Chrome or Google Meet, allowing everyone to follow along. These are just some of the ways we're using AI to help address societal challenges.

Now, developing AI responsibly also means building with safety and responsibility in mind from the start. That's because our AI principles aren't just words on a page. We really think deeply about how to live up to these commitments at every step of product development. Sometimes, that means knowing where to draw the line. So we were the first major company to decide not to make a general purpose face recognition API commercially available. Then sometimes, there's a balance we need to navigate between what's helpful and what could be misused.

So let's take our new universal translator. This is an experimental AI video dubbing service that helps experts translate a speaker's voice, while also matching the video to the speaker's lip movements. You can imagine how this helps break down language barriers. But bad actors could also misuse this type of technology to produce deceptive videos. So we've built our service with guardrails to help prevent misuse, and we're giving access only to authorized partners.

Finally, there are challenges we can tackle head on. We're one of the first companies to launch automated adversarial testing for large language models. We're doing this for Bard at a scale that's never been done before at Google. It significantly improves the speed, quality, and coverage of testing. We're sharing this through our Perspective API, which was originally created to help publishers mitigate toxicity, but

it's been used to create an industry evaluation standard. And today, all significant large language models, including from OpenAI and Anthropic, use this standard to evaluate toxicity in their models. And of course, we bring all of the benefits of these innovations to our billions of users directly through our products.

For example, we know how important it is to see yourself represented in the world around you. That's why we worked closely with Dr. Ellis Monk to introduce a more inclusive skin tone scale. We use it today to inform more relevant Google search results based on skin tone. We also use it to provide more representative photography through our Pixel camera and Google Photos. We also know how important it is for people to have safe experiences when interfacing with new AI experiences, like with Bard.

We leverage the adversarial testing approach, as I talked about, to understand how well Bard meets goals set by our content policies in areas like hate or harassment. And we've also built in guardrails, like capping the number of exchanges in a dialogue and training the model to provide more nuanced answers to try to keep interactions helpful and on topic. And we're seeing how AI can help fulfill our vision for Google Health to help billions of people be healthier. For example, Med-PaLM 2 is a language model trained by our health research teams to answer questions and summarize insights from medical texts. This was the first to perform at expert level on U.S. medical licensing exam-style questions.

We're adding multimodal capabilities too to synthesize information like x-rays and mammograms. We're sharing Med-PaLM 2 with a small group of Google Cloud customers for feedback soon. So this is just a glimpse of how we're taking a bold and responsible approach with AI. We're excited to continue developing the breakthrough AI products that can solve the biggest challenges of our time. There are so many exciting innovations that we're working on and we can't wait to share more with you.

I'll now turn it over to Kathryn Hall.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you, Eli. Hello, everyone. I'm Kathryn Hall, Alphabet's Assistant Secretary, and I'll be conducting the formal business of the meeting.

At this time, I call the meeting to order. Joining us today are Leah Grant, a representative of Broadridge Financial Services, who will act as our Inspector of Election; and Matthew Sapp and Priya Chandy, representatives of Ernst & Young LLP, our Independent Accountants.

The polls are open and will close after the presentation of our formal business matters. As John noted earlier, after we have finished the formal business of the meeting, there will be a question-and-answer session. We received a number of questions from stockholders before today's meeting.

Stockholders may continue to submit questions during the meeting. To do so, please enter your question in the Ask a Question box on the virtual meeting website. Stockholder questions or remarks must be relevant to the meeting. Thanks in advance for your cooperation with all of the rules of procedure posted on the virtual meeting website.

I've received an affidavit of mailing from Broadridge that states that the notice of this meeting was duly given. All stockholders of Class A and/or Class B common stock as of the close of business on April 4, 2023 are entitled to vote at this meeting. In addition, I've been advised by the Inspector of Election that holders of our outstanding Class A and Class B common stock, representing at least a majority of the voting power of our outstanding Class A and Class B common stock entitled to vote are represented at today's meeting. Therefore, a quorum is present, the meeting is duly constituted, and the business of the meeting may proceed.

The first item of business is the election of directors. 11 directors will be elected at today's meeting. The directors elected today will hold office until the 2024 Annual Meeting of Stockholders. Our Board of Directors has nominated the following individuals: Larry Page, Sergey Brin, Sundar Pichai, John L. Hennessy, Frances H. Arnold, R. Martin Marty Chavez, L. John Doerr, Roger W. Ferguson, Jr., Ann Mather, K. Ram Shriram, and Robin L. Washington.

Our bylaws require that stockholders provide advanced notice of their intent to nominate persons as directors. No such notice was received. Accordingly, I declare the nominations for directors closed.

The next matter being submitted to our stockholders is the ratification of the appointment of Ernst & Young, LLP, as our independent registered public accounting firm for the 2023 fiscal year. Our Board of Directors has recommended that our stockholders ratify the appointment of Ernst & Young, LLP, as Alphabet's independent registered public accounting firm for the 2023 fiscal year.

The next matter being submitted to our stockholders is the approval of an amendment and restatement of Alphabet's 2021 stock plan to increase the share reserve by 170 million shares of Class 3 -- Class C capital stock. Our Board of Directors has recommended that our stockholders approve an amendment and restatement of Alphabet's 2021 stock plan to increase the share reserve by 170 million shares of Class C capital stock as described in detail in our proxy statement.

The next matter being submitted to our stockholders is an advisory vote to approve compensation awarded to named Executive Officers. Our Board of Directors has recommended that our stockholders approve on an advisory basis compensation awarded to named Executive Officers as described in detail in our proxy statement.

The next matter being submitted to our stockholders is an advisory vote on the frequency of advisory votes to approve compensation awarded to named Executive Officers. Our Board of Directors has recommended a vote for a frequency of once



every three years for the stockholder advisory vote on compensation awarded to named Executive Officers as described in detail in our proxy statement.

The next 13 items being submitted are stockholder proposals that were included in our proxy statement. In addition, we have a stockholder proposal that was not included in our proxy statement, but we expect will be presented today.

The first stockholder proposal is brought by United Church Funds. The proponent has submitted a prerecorded presentation in support of this proposal. I recognize Matthew Illian for a period of three minutes to present this proposal.

### **Matthew Illian**

Good morning. My name is Matthew Illian, Director of Responsible Investing at United Church Funds, the filer of proposal number six on the Alphabet proxy.

The Board appears to misunderstand the focus of this shareholder resolution. The proxy statement suggests that Alphabet's lobbying transparency efforts have been recognized as best-in-class and references the 2022 CPA-Zicklin Index of Corporate Political Disclosure and Accountability. We must be clear that the CPA-Zicklin Index is focused on corporate political spending, which is different than lobbying.

Corporate political spending relates to funds that go directly to support state and federal legislators. While we can all congratulate Alphabet for providing industry-leading transparency in these payments, the same cannot be said of Alphabet's lobbying payments, which go to trade associations, social welfare groups, and non-profit membership groups. When it comes to lobbying, Alphabet is not a leader, but rather a laggard.

Microsoft, Cisco, Salesforce, PayPal, Comcast, and AT&T, all publish lobbying payments with specificity or within bands. Alphabet does neither. Alphabet lists support of 369 trade associations, social welfare groups, and non-profits for 2022, yet fails to disclose its payments or the amounts used for lobbying. Alphabet's lack of disclosure prevents or presents reputational risks when its lobbying contradicts company public positions or hides payments to social welfare groups.

Alphabet has drawn attention for funding so-called dark money groups to oppose antitrust regulation. Last year, this proposal received majority support from outside shareholders. We urge your support of Proposal Number 6. Thank you.

### **Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. We and our Board of Directors are committed to transparency in our public policy and lobbying activities. Our U.S. public policy transparency website provides robust and detailed disclosures of our public policy activities and lobbying efforts that already contain much of the information requested by this proposal, including oversight by our Board of

Directors and senior management team of our lobbying and political engagement activities, details on lobbying expenditures, trade association participation, and other key elements of our approach to engaging with policymakers.

Given the depth and breadth of our existing disclosures and frequency of our updates about our public policy and lobbying activities, our Board of Directors believes that the report requested by this proposal would not provide meaningful additional information to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by the National Center for Public Policy Research. The proponent has submitted a prerecorded presentation in support of the proposal. I recognize Ethan Peck for a period of three minutes to present this proposal.

## Unidentified Speaker

Google has a paid partnership with the World Economic Forum, and company Founders, Larry Page and Sergey Brin, both completed the WEF's Young Global Leaders program in 2005. By contributing to WEF and sending company Executives and Directors to its annual conferences, the company is funding and contributing to its overtly orwellian [ph] agenda. This very public agenda that can be viewed on their website and heard in their conferences, includes such things as the abolition of private property, replacing meat-eating with eating bugs, living in pods, banning reliable energy, the adoption of Chinese-style social credit systems, one global government that works in tandem with corporations, implanting people with computer chips, and modifying the human genome. Amongst a host of other comparably dystopian objectives.

In other words, fellow shareholders, through the company's partnership with and contribution to the WEF, our assets are being used by corporate and political elites to fund the efforts for our own enslavement. How is that in our best interest? All this proposal requests is a report to evaluate the congruency between the Board's legal obligation to do what's in the best interest of shareholders, and the company's paid partnership and working relationship with WEF and other similar anti-shareholder globalist organizations such as the council on Foreign Relations and Business Roundtable.

In its opposition statement to the proposal, the Board doubled down on these partnerships, while also admitting that quote, our sponsorship or collaboration with an organization does not mean that we endorse its entire agenda, its events or advocacy positions or the views of its leaders or its members, unquote. Well, that's likely an outright lie, but even if it isn't, though the Board probably doesn't realize it, that's still a shocking admission, because using our money to fund evil with willful ignorance, just so that company executives can schmooze and dabble with other corporate executives on the shareholder dime is not much better than using our money to fund that same evil with an explicit intent to do so.

The Board has a legal obligation to serve our interests as shareholders, not their own personal interests at the expense of shareholders, and that includes vetting how the money that the company gives away is spent. So the issue is not whether or not every Board member agrees with every position of every organization that the company that the company gives to, as the Board leaned on as a defense in its opposition statement.

Rather, it is whether or not, the WEF's agenda is so beyond the realm of acceptable that it is clearly not in the best interests of shareholders for the company to contribute to it in any way ever. Contributing to and partnering with WEF and other explicitly anti-shareholder organizations, clearly does not serve shareholder interests, who I can safely assume don't for the most part, regardless of political view, support the debasement of their own influence as shareholders within the company and the abolition of their own private property.

Fellow shareholders, if you don't want your money paying for the Great Reset and the movement seeking to turn the world further into 1984, then we recommend that you vote in favor of this proposal.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. We believe it is important to be an active participant in organizations in order to support issues that are important to our business and ultimately to our stockholders. And we and our Board of Directors remain committed to being transparent regarding our participation. Our executives' participation in discussions facilitated by organizations like the World Economic Forum enable us to engage on key issues affecting the company.

We regularly update our U.S. Public Policy Transparency website to provide a listing of politically engaged trade associations, independent organizations, and other tax-exempt groups that receive the most substantial contributions from us. We respect the independence and agency of trade associations and third-parties. We prohibit trade associations and other tax-exempt organizations from using dues or payments made by us for political expenditures. To ensure that organizations are abiding by our policy, Google reserves the right to terminate all payments immediately if we find that any portion of our contributions have been used for political expenditures.

Our Board of Directors believes that given our existing transparent policies and disclosures, the report requested by this proposal would not provide useful information to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by Boston Trust Walden Company and Zevin Asset Management as lead filers, and the Benedictine Sisters of Virginia and the Benedictine Sisters of Mount St. Scholastica as co-filers, along with a number of other co-filers.

The proponents have submitted a prerecorded presentation in support of the proposal. I recognize Kristen Lang for a period of three minutes to present this

proposal.

## **Kristen Lang**

Good morning, members of the Alphabet Board, the management team, and fellow shareholders. My name is Kristen Lang, and I am the Deputy Director of ESG Investing at Boston Trust Walden.

At Boston Trust Walden, we seek to invest client assets and enterprises with strong financial underpinnings, sustainable business models, prudent management practices, and a governance structure that supports these objectives. Our proposal filed in coordination with Zevin Asset Management, asks Alphabet to issue a report describing its framework for identifying and addressing misalignments between the company's direct and indirect lobbying and Alphabet's commitments to mitigate climate impact and its support of the Paris Climate Agreement.

I am pleased to move this resolution for a vote. Regularly examining the alignment of direct and indirect lobbying activities with corporate public commitments and policies is an increasingly important requirement of strong corporate governance. Instances of lobbying misalignment, in particular, lobbying undertaken by trade associations, social welfare organizations, and other non-profits to which Alphabet affiliates, may serve to obstruct and/or undermine Alphabet's stated global climate policies, commitments, public policy advocacy, and investments to mitigate its own climate risks.

Alphabet's position as a corporate climate leader only underscores the need for processes and disclosures to identify, address, and remedy instances of misalignment across its direct and indirect lobbying activity.

Alphabet publicly supports the goals of the Paris Agreement, advocates for specific climate-based policies and leads investments in carbon-free energy. These commitments and investments represent the seriousness with which Alphabet is approaching climate risk mitigation and the significance of the resources the company is expending.

These actions, however, stand in contrast to the Company's disclosure of continued financial support and affiliation with organizations that publicly question accepted climate science and claim measures to address climate risk will be too costly. For example, the American Enterprise Institute, which Alphabet lists as an affiliate organization. In its description of its strategy to become carbon-free by 2030, Alphabet prioritizes work with partners to advocate for smart policy. The company also describes within the proxy statement its support for public policies that strengthen global climate action efforts through the Paris Agreement.

These commitments to smart climate policy are undermined by Alphabet's public support of organizations that actively lobbied against the Paris Agreement, including Americans for Tax Reform, Taxpayers Protection Alliance, and the Competitive Enterprise Institute. By strengthening its oversight processes and disclosure with

regards to climate policy advocacy, Alphabet will not only ensure shareholders understand how the company is identifying and managing risks presented by misalignment, but also may serve to protect the credibility of Alphabet's leadership to address climate risk. Thank you.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. Our U.S. Public Policy Transparency website already includes transparent disclosure on instances where we have engaged in lobbying activities specific to climate-related issues. For instance, our most recent federal lobbying report includes our lobbying efforts with regard to U.S. Federal Climate and Clean Energy policies.

Google has also long supported international action on climate change and advocates for strong climate policy outcomes as members of numerous trade associations and third-party groups. We participate in trade associations to advance the interests of our company and our stockholders.

As I noted earlier, we respect the independence and agency of trade associations and third-parties to shape their own policy agendas, events, and advocacy positions. We assess alignment of our trade association participation with the goals of the Paris Agreement, and engage within organizations to support advocacy for climate policy needed to limit warming to 1.5 degrees celsius and to create a prosperous and competitive zero-carbon economy. We are in dialogue with our trade associations to encourage alignment between our core public policy objectives and their policy advocacy activities, including on climate change.

Our Board of Directors believes that our existing disclosures on lobbying and transparent reporting on our climate-related activities, combined with our climate change strategy that includes participation in climate policy trade associations, makes the additional reporting requested by this proposal unnecessary and duplicative, and therefore recommends a vote against this proposal.

The next stockholder proposal is being brought by Arjuna Capital on behalf of Elizabeth Bartle. The proponent has submitted a prerecorded presentation in support of the proposal. I recognize Natasha Lamb for a period of three minutes to present this proposal.

**Natasha Lamb** {BIO 18796096 <GO>}

Good morning. My name is Natasha Lamb, Managing Partner at Arjuna Capital, and I move Proposal 9, asking Alphabet to examine the risks associated with how it handles user data when facing abortion-related law enforcement requests.

Reproductive freedom is under siege in the United States, increasing the risk that consumer data will be used for the enforcement of state laws that ban or restrict abortion access. In such cases, law enforcement relies on consumer data to

investigate and prosecute individuals who provide, aid, or receive an abortion, even if the procedure was conducted in a state where abortion remains legal.

Notably, Meta-platforms faced significant negative backlash when it turned over to law enforcement Facebook messages of a mother and daughter discussing an abortion. This action resulted in the two women facing criminal charges. A similar incident happened at Alphabet several years ago when state law enforcement prosecuted a woman for a miscarriage after obtaining her Google search information and found she had Googled abortion medication online. Because Alphabet amasses large troves of user data, it is vulnerable to increasing law enforcement requests.

First and foremost, our company should be working to protect users data and privacy. Following the Dobbs decision last summer, we were encouraged to see Alphabet announce it would automatically delete sensitive location history, such as when a user visits an abortion clinic with their phone on their person. Yet, if a user searches for an abortion clinic through Google Maps, Alphabet does not automatically delete that location search history. Alphabet has also not committed to deleting sensitive Google Search history, or other sensitive user information collected by other Alphabet products that could in turn be accessed by law enforcement. Protecting users' data from abortion-related law enforcement requests is essential to uphold user trust, Alphabet's reputation, and consumer loyalty.

To that end, our company should consider additional policies and practices to enhance encryption and protection of users' data. Increased scrutiny of law enforcement information requests is also essential before obliging. We urge you to support Proposal 9 to improve data handling practices so that Alphabet does not expose users to serious risks stemming from abortion-related criminal prosecutions. Thank you.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. Protecting users' privacy and securing their data is core to Google's work. We have policies and procedures for evaluating and responding to requests for user information, and implement appropriate changes that address the evolving needs of our users. We also have a long track record of challenging overly broad or otherwise inappropriate demands. We design products to help people keep their personal information private, safe, and secure. Late last year, we announced a number of changes to protect user privacy around health issues, and we remain committed to these changes.

As the proponent mentioned, location history is off by default and can only be turned on if users opt in. We save the mobile device locations of users who opt into location history, but if our systems identify that they have visited a potentially sensitive location, including counseling centers, domestic violence shelters, abortion clinics, fertility centers, addiction treatment facilities, weight loss clinics, and cosmetic surgery clinics, we delete these entries from location history soon after they visit.

Google users also have the ability to manage their own data, privacy, and security controls with proactive tools in their Google accounts, including in Google Maps.

Beyond the policies and procedures we have implemented for our own products, Google has long advocated for limits on government access to user data to support a consistent and transparent approach across our industry and actively engage with key stakeholders, including civil liberties, civil rights, and reproductive healthcare groups.

Given our existing strong privacy protections and open and proactive commitment to improving these protections when appropriate for our users, especially around topics such as their health, our Board of Directors does not believe that implementing this proposal would provide additional benefits to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by some of us on behalf of Mary Manel Bell as lead Filer and the Missionary Oblates of Mary Immaculate United States Province as co-filer, along with a number of other co-filers. The proponents have submitted a prerecorded presentation in support of their proposal. I recognize Ali Abbas Al-Ahmad for a period of three minutes to present this proposal.

## **Analyst**

Greetings. My name is Ali Al-Ahmad and I am a Saudi Arabian national living in exile in the United States. I was 14 years old when the Saudi government began its campaign to silence me from speaking out against its abuses. Put me in prison and then similarly jailing my brothers years later. My youngest brother, Kamil, has been in Saudi prison since 2012. He has spent over 20 years in Saudi prisons for his peaceful activism. I consider myself lucky to have escaped, but thousands of others have not been so lucky.

The Saudi government has only intensified its crackdown against dissent, even infiltrating big tech companies in order to obtain user data of people who dare to speak out against it. I was one of those people who have been infiltrated. When the Saudi government inserted spies at Twitter, many activists were jailed and some of them, including my friends, Dr. Abdullah Al-Hamid and Abdullah Sareh were either died in prison or were executed, like in the case of Abdullah Sareh. Given this grim reality, it is truly shocking that Google plans to build a data center in Saudi Arabia and in partnership with the Saudi government, Saudi Aramco. Google claims to have done a human rights assessment for this decision, but refuses to provide transparency into its finding and mitigation efforts.

Absence of that, hundreds, if not thousands of activists in the region are now at risk of Saudi's brutal abuses. And if they were Google Cloud users before, they will soon be flocking to other services that will not jeopardize their security. I will be one of those people. We expect Alphabet shareholders to prevent it from violating its stated commitment to human rights and vote to pass Resolution 10. Thank you so much for your support.

## **Kathryn Hall** {BIO 21799952 <GO>}

Thank you presenting this proposal. Google Cloud's goal has always been to bring our cutting-edge technology to businesses across the globe. We are proud to currently have 37 cloud regions around the world and have announced plans for 12 more. It is important to note this cloud region in Saudi Arabia will provide storage and services for Google Cloud customers, which includes businesses, organizations, and the public sector. It is not a traditional Google data center, which processes requests for all Google services such as YouTube, Search, et cetera.

As we expand our infrastructure footprint, we are committed to upholding human rights, which informs our business decisions. We respect the rights enshrined in the Universal Declaration of Human Rights and its implementing treaties, and have pledged to uphold the standards established in the United Nations Guiding Principles on Business and Human Rights and in the GNI Principles.

In September 2021, we became a signatory to the Trusted Cloud Principles, which recognized the role of global cloud service providers in upholding international human rights law. The Trusted Cloud Principles reflect our approach to addressing human rights considerations and establishing cloud regions and data centers in countries where a government may restrict the rights of users on the Google Cloud.

When deciding where to locate cloud regions and data centers, we consider a number of important factors, including human rights and security, and how to optimize our overall data infrastructure so as to provide a high level of performance, reliability, and sustainability. And we undertake human rights due diligence when expanding infrastructure operations into new locations. We publish our human rights approach generally and specifically with regard with regard to how we consider human rights in siting these facilities.

In Saudi Arabia, we conducted an independent human rights assessment for the Google Cloud region. As a result of the human rights assessment process in Saudi Arabia, we put in place mitigations and guardrails to protect the privacy and security of our customers and individuals. We also recently issued a blog post that describes how we are strengthening our programmatic approach to human rights, including how due diligence informs our planning for expansion of cloud infrastructure.

Under the umbrella of our human rights program, our senior management oversees the implementation of our human rights work, and responsibility for oversight of human rights issues is specifically codified in the Audit and Compliance Committee's Charter. Our existing extensive disclosures provide transparency on our approach to evaluating and managing human rights related risks, including in the context of siting data centers. Therefore, our Board of Directors believes the additional report requested by this proposal would not provide additional useful information to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by the Shareholder Association for Research and Education on behalf of the United Church of Canada Pension Plan. I



recognize Sarah Couturier-Tanoh for a period of three minutes to present this proposal. I'll advise you when your time is about to expire. Operator, please open Ms.Couturier-Tanoh's line.

## **Operator**

Ms.Couturier-Tanoh, your line is now open.

## **Sarah Couturier-Tanoh**

Good morning. Good afternoon, shareholders of Alphabet. Google Advertising accounts for approximately 80% of Alphabet's revenue. Despite the importance of targeted advertising to Google's business model and the well-documented human rights risk associated with targeted advertising, Alphabet has not conducted a human rights impact assessment or demonstrated a sufficiently robust and transparent equivalent due diligence system to identify, address, and prevent the adverse human rights impacts of its technologies.

There is increasing concern that algorithms used by modern AI systems produce discriminatory outputs, presumably because they are trained on data in which societal biases are embedded. Pernicious errors in targeting can lead to algorithmic bias in which automated systems create consistently unfair outcomes, such as privileging one group over another, often aggravating existing inequities.

Although we acknowledge Alphabet's efforts to provide some disclosure on this issue, it is insufficient to address the concerns shared by the civil society and Alphabet shareholders, an independent third-party human rights impact assessment would help inform Alphabet's management, the Board of Directors, and shareholders about the human rights risks that the company faces in its ads business and the merits of its human rights approach, including policies and practices.

In addition, such an assessment would help the management and Board manage the risk associated with failure to respect its human rights, guide management's approach to protect the human rights of its users, including the steps to remedy any negative human rights impacts stemming from its technologies.

Mr.Pichai, I find it very encouraging that you recognize the importance of developing AI responsibly. Because of the nature of its business and billions of people using Google products, your company has an outsized influence on human rights globally. I hope that the management and the Board will take shareholders' feedback and vote on these issues seriously and act on it. I am now moving to Proposal number 11. Thank you.

## **Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. Our existing policies are designed to safeguard user privacy and safety and work in tandem with our human rights governance and management structure. For example, our Google Publisher policies

restrict publishers from publishing content that incites hatred or promotes discrimination of, harasses, or intimidates individuals based on their identities or beliefs.

These protections shield against harm based on race or ethnic origin, religion, disability, age, nationality, veteran status, sexual orientation, gender, gender identity, and other characteristics that are associated with systemic discrimination or marginalization. Google aggressively enforces its policies by taking down bad ads that promote discrimination against marginalized groups. In March 2023, we published our 2022 Ad Safety Report, our latest annual report on Google's efforts to prevent malicious use of our ads platforms.

We collaborate across the digital ads ecosystem to enhance privacy. For example, Google is working to create solutions that enable advertisers to rely less on third-party cookies or tracking consumers across the Internet, in order to provide ads that are relevant to them. Through our participation in the Privacy Sandbox Project, we have taken a collaborative rather than a unilateral approach to help ideate, design, develop, and test Privacy Sandbox proposals since the project's inception.

This has driven several improvements in our approach that already address the primary concerns raised by the proponent by significantly reducing risk related to identifying individual users and/or revealing sensitive demographic characteristics. For these reasons, our Board of Directors does not believe that implementing the requests of this proposal would provide additional useful information to stockholders and therefore recommends against this proposal.

The next stockholder proposal is being brought by Trillium Asset Management on behalf of John Hancock ESG Large Cap Core Fund as lead filer along with a number of other co-filers. The proponents have submitted a prerecorded presentation in support of the proposal. I recognize Jonas Krohn for a period of three minutes to present this proposal.

**Jonas Kron** {BIO 18790709 <GO>}

Good morning, Mr.Chairman, members of the Board, and fellow shareholders. My name is Jonas Krohn. I'm Chief Advocacy Officer at Trillium Asset Management. On behalf of Trillium and John Hancock ESG Large Cap Core Fund, I hereby move Proposal Number 12, which focuses on algorithm disclosure.

Specifically, we are asking Alphabet to go above and beyond its existing disclosures and provide more quantitative and qualitative information on its algorithmic systems. This proposal, which received 56% of non-insider votes at the 2022 Annual Meeting of Stockholders, has not been implemented by the company, and we believe it still deserves investor support for the following reasons.

According to current and former Alphabet employees and internal documents, The New York Times reported that the rise of ChatGPT has led Google to take greater risks with ethical guidelines. It also reports that researchers are alleging that Google

is, quote, taking risks by releasing technology that even its developers don't entirely understand. Similarly, a January 2023 report stated that Google now intends to unveil more than 20 new products and demonstrate a version of its search engine with chatbot features this year, while at the same time, scaling back its workforce.

In May, the company unveiled some of those features following the layoffs of 6% of its global workforce in January. We also believe that existing disclosures failed to meet stakeholders' needs. As one prominent commentator pointed out in April, right now the testing done to make sure large models are safe is voluntary, opaque, and inconsistent, no best practices have been accepted across the industry, and not nearly enough work has been done to build testing regimes in which the public can have confidence. In addition, Alphabet's internal controls were developed at a time when Section 230 immunity for online platforms was the dominant framework. However, non 230 protected activities, which artificial intelligence and other systems may fall under, may present a new challenge for the company.

Finally, we have seen for years now important voices on these topics within Alphabet being pushed out, such as Meredith Whittaker, Timnit Gebru, and Meg Mitchell or leaving to issue warnings about AI, such as Geoffrey Hinton. This steady stream of voices warning about what is happening should raise concerns for investors as Alphabet's decisions have implications for society, in particular, marginalized communities, and the economy, and as policymakers are severely challenged to meet this moment, we believe investors need more and better information. For all of these reasons, we are urging Alphabet shareholders to vote for this proposal. Thank you for your time.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. Supporting a trustworthy and transparent digital ecosystem for our users, advertisers, and publishers is critical to our business. Our approach to algorithm disclosure requires us to focus on providing an appropriate level of transparency to mitigate related risks and bolster trust, while balancing the critical business need to protect our users and their privacy and the proprietary information that is foundational to our business.

Any consideration of rules around algorithmic transparency must consider the serious risk that information could be exploited by bad actors, that users' privacy could be impacted, and that commercially sensitive information could be exposed. The algorithms that platforms use to manage content are confidential and core to how they serve and protect users. We believe that algorithmic transparency can be effective and safe where it is focused on explaining what the algorithm is intended to do and how it works in general terms. That is why we publish a number of policies reports that provide meaningful visibility into how those services operate, as well as provide easy-to-use tools that put users in control, including an overview of how Search works and how YouTube works, a YouTube Community Guidelines transparency report, ad safety report, and a number of other reports.

We invest significant resources in developing and maintaining the industry-leading quality of the algorithms used by our various services. Multiple academic and journalistic studies of our services, including Search, Ads, YouTube, and more, have found that those services deliver high-quality results and do not reflect political or other improper biases. For these reasons, our Board of Directors does not believe that the disclosure sought by the stockholder proposal on this issue would provide meaningful information to stockholders and in fact could be harmful. As such, our Board of Directors recommends a vote against this proposal.

The next stockholder proposal is being brought by Boston Common Asset Management. The proponent has submitted a prerecorded presentation in support of the proposal. I recognize Lauren Compere for a period of three minutes to present this proposal.

**Lauren Compere** {BIO 16966372 <GO>}

I'm Lauren Compare, Managing Director and Head of Stewardship & Engagement at Boston Common Asset Management. We seek your support for Proposal 13 on the company's 2023 proxy statement. The proposal asks Alphabet to issue a report on how the company intends to minimize legislative risks by aligning YouTube policies and procedures with worldwide online safety regulations.

Our rationale for this is threefold. Despite apparent effort and leadership at YouTube, the platform remains a meaningful part of the child sexual abuse exploitation ecosystem by being a place of contact for grooming and coercion, live streaming, and housing child sexual abuse material. YouTube has also been implicated in human trafficking. Traffickers in industries such as agriculture and animal husbandry, bars, strip clubs, cantinas, pornography, and traveling sales crews used YouTube to recruit and interact with those eventually trafficked. Numerous online safety regulations and legislation have been implemented within the U.S. and many other countries in which YouTube functions.

We disagree with Alphabet's assertion that it's currently providing sufficient information about YouTube's policies and procedure to further Alphabet's commitment to online safety. These major reported risks and potential failure to align with regulatory requirements pose continued reputational and legal risk to the company. We have reviewed the civil rights audit conducted by WilmerHale released in March 2023. While the recommendations regarding content moderation align with many of the requests of this proposal, we urge Alphabet to conduct a child rights impact assessment as an additional measure to protect its most vulnerable users.

We ask that Alphabet provide sufficient transparency for investors to evaluate the efficacy of such policies. This requested disclosure goes beyond mandatory disclosure under various regulatory frameworks and focuses on investors' ability to assess how Alphabet's policy to align YouTube policies and procedures with the most rigorous online safety regulations and thereby minimize legal and reputational risk. Further transparency from the company is necessary for investors to understand

YouTube and Alphabet's risk assessment and preparedness for upcoming regulation and to align the Company's policies and procedures with best practice to keep ahead of emerging digital online safety regulation. We believe that Alphabet's current disclosures are inadequate to protect shareholder interests. We urge you to vote for Proposal 13, the stockholder proposal requesting a report on the alignment between the Company's policies with applicable legislation.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. We are committed to balancing creative expression with our responsibility to protect the community from harmful content. We have longstanding policies and procedures to foster a responsible platform that the users, creators, and artists who make up our vibrant online community can rely on, which we disclose publicly and periodically update in consultation with industry experts and creators.

We support this commitment all while continuously keeping pace with the changing landscape of online content and ever-evolving online safety regulations worldwide. We have intensified our company-wide regulatory readiness initiatives, including within YouTube, all under appropriate senior management and Board oversight. Further, Google and YouTube are committed to sharing data that sheds light on how the policies and actions of governments affect privacy, security, and access to information online, and we have voluntarily issued detailed, timely disclosures regarding compliance and product changes in relation to new regulations.

As we shared with the proponent, we have published and regularly update a number of substantive disclosures to meet stringent reporting requirements, including the EU Platform to Business Annual Report, information about monthly active recipients under the Digital Services Act, and much more. Given the nature of these reports, the additional required risk assessments and data access provisions, we believe that the information we need to prepare under these frameworks will be more substantive and informative in nature than the type of report the proponent has requested in this proposal. For all these reasons, our Board of Directors believes that implementing this proposal would not provide additional benefit to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by the National Legal and Policy Center. The proponent has submitted a prerecorded presentation in support of the proposal. I recognize Paul Chesser for a period of three minutes to present this proposal.

**Paul Chesser**

Here we are a year later, and the incidents of bias and censorship I brought up at last year's Alphabet meeting in support of that version of our transparency proposal have only been further confirmed with more evidence that has come to light. Now there is an even greater number of bias and censorship examples at Alphabet since a year ago. I have a 15-page document on my laptop of just links to examples of

Alphabet's rampant and vicious practices of suppression, demonetization, and deplatforming.

Alphabet opposes our proposal by saying it has, quote, safeguards in place to prevent, quote, improper bias. So how do Google and YouTube define proper bias? There's a lot more that can be read between the lines of Alphabet's opposition statement in the proxy. I will give several examples.

One, the Company says, quote, we enforce our policies consistently, end quote. I would agree with that. Alphabet consistently censors conservatives, [ph] Christians, and skeptics of government propaganda.

Two, the company says, quote, we have a rigorous quality assurance process for all cases, end quote. Yes, we all can see how rigorously YouTube enforced its bias against the likes of Matt Walsh, Steven Crowder, Jordan Peterson, medical experts who spoke truth about COVID, and many others whom YouTube silenced. Three, the company says, quote, we carefully evaluate decisions to remove or demonetize websites and content on our services and seek to harmonize the application of our policies across those services, end quote.

I am certain that Google and YouTube eagerly make such evaluations and considering the company's billions of dollars in contracts with State and Federal government have happily censored those who don't adhere to the government narrative. Four, the company says, quote, our business model depends on our services providing a useful and trustworthy source of information for all our users, end quote. Google and YouTube's determination of what is useful and trustworthy depends on the desired goals and outcomes of Alphabet, which don't align with advocates for free speech.

Alphabet has proven itself as a company to be entirely untrustworthy. The company gaslights shareholders by telling them how transparent it is about its censorship practices when it is nothing of the sort. Alphabet's biased censorship decisions are perhaps illustrated most by YouTube's shuttering of a channel that satirized Chinese Communist dictator Xi Jinping and by restricting a documentary critical of Disney. I can't think of two more perfect bedfellows for Alphabet, Oppressive China and Delusional Disney. Please vote for Proposal Number 14.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. The abuse of our platforms to spread harmful content and disinformation is antithetical to our mission to organize the world's information and make it universally accessible and useful, and we have a responsibility to prevent such abuses. Our business model depends on our services providing a useful and trustworthy source of information for all of our users. That is why we have undertaken substantial efforts to prevent the manipulation and abuse of our platforms and have publicly reported on many of these efforts.

Our product, policy, and enforcement decisions in this complex environment are guided by a set of principles. Across the spectrum of our products and services, we commit to value openness and accessibility, respect user choice, and build for everyone. These priorities have guided our evolving approach, taking into account shifting user expectations and norms, increasing sophistication of malicious actors, our growing technological ability to identify and remove violative content, and the evolving nature of the web. As the proponent observes, we have robust safeguards in place to ensure that we design and enforce our policies in a way that is free from improper bias.

Our enforcement approach is to apply our policies consistently regardless of who or what is involved. We carefully tailor our approach in how we make our content available on each product and service, and how we enforce our policies across our platforms as we detail in our opposing statement.

Our Board of Directors oversees these efforts and believes that given our existing robust and transparent efforts, the report requested by this proposal would not provide additional useful information to our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by Harrington Investments, Inc as lead filer along with a number of other co-filers. The proponents have submitted a prerecorded presentation in support of the proposal. I recognize Annie McGrath for a period of three minutes to present this proposal.

## **Unidentified Speaker**

My name is Annie McGrath. Five years ago, I had a beautiful family with two amazing, sweet children. Then one night, my only son, Griffin, went up to his room to try a challenge he had seen called the Blackout Challenge, and he tragically died. Since then, my family has been grieving this immeasurable loss every single minute of every single day. Griffin was an extraordinary, brilliant and talented child. He was popular, hilarious, and quick-witted, but most importantly, he was a sweet soul and touched everyone he knew with his genuine kindness.

He loved science experiments and engineering. He invented his own homemade Spider-Man web shooter that could hold a chair from a ceiling. It was his interest in learning about science experiments that led him to frequent YouTube regularly. Sadly, Griffin's death is not an anomaly. Challenges posted on YouTube have proven lethal to many. A recent Bloomberg article has stated that in the past 18 months, at least 17 children have died from the Blackout Challenge alone. In addition, a non-profit called Eriskaz by my friend Judy Raab, whose son also died of the choking game, has documented 1,385 children that have also died of the Blackout Challenge alone. This is just the tip of the iceberg.

Thousands of parents across the globe have discovered just how dangerous Alphabet's products, specifically YouTube, can be to younger users. It's not just dangerous challenges that are a concern. Too often, YouTube serves younger users

content that involves violence and militia, markets fad diets, promotes drug use and more. And young users are more vulnerable to the untruthful, biased, and even toxic material delivered through AI in a human-like way. Alphabet is in action and actively serving these harmful videos to young users should give investors pause. It demonstrates the company's failure to appropriately mitigate risk, legal risk, regulatory risk, and human risk. Without change, more kids will suffer, more kids will die.

While Alphabet's Audit and Compliance Committee is charged with evaluating risk, I've learned that investors have no idea how the committee operates. That's why the independent audit of and report to the Audit and Compliance Committee's performance proposed by Regulation No. 15 is long overdue. Alphabet opposes this resolution, claiming its outside review would not result in better direction and performance, but given the Board's lack of disclosure, there is no way for concerned shareholders to assess the Board's actions. My son's life should not be the cost of doing business, something has to change. Strong support for Resolution 15 will send the message to Alphabet that shareholders demand greater transparency and accountability.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you, Ms. McGrath, for presenting this proposal and sharing with us about your son, Griffin. I speak for all of us at Alphabet, including our senior leadership team and our Board of Directors, when I say that we are truly sorry for your loss.

Responsibility is our top priority at YouTube. Our business decisions, growth, and innovation are all focused on building a platform, technologies, and monetization tools that serve our community of creators, advertisers, and viewers. Keeping kids safe online is incredibly important to us. YouTube does not allow content that encourages dangerous or illegal activities that risk physical harm or death. This includes extremely dangerous pranks or challenges, especially those that prevent breathing, involve ingesting harmful substances or other things that pose an imminent risk of physical injury.

This is simply not content that we want on our platform. We have invested heavily in the people and systems needed to keep our community safe. And when content crosses the line and violates our community guidelines, we remove it as quickly as possible using a combination of machine learning and human reviewers. These rules apply to all videos on YouTube and are enforced consistently across language, perspectives, and speakers. Our investments in this area show in our ability to quickly and effectively remove content that violates our policies.

In Q4 of 2022, we removed 5.6 million videos for violating our policies. 94% of the videos removed were first flagged by machine learning technology, and the vast majority were removed before they even received 10 views. Specifically when it comes to protecting young people, YouTube has built age-appropriate experiences for children that provide safer options for exploring online, including YouTube Kids, a standalone app for the youngest users, and supervised experiences for older



children that provides tailored content, digital well-being, and privacy protections, parental controls, and limited features.

As it relates specifically to the contents of this proposal, while we share the proponent's belief in the importance of robust risk oversight, particularly on issues that may impact public well-being, we believe that our Audit and Compliance Committee has the requisite experience, skill set, and protocols to conduct the robust risk oversight sought by the proponent and the committee's performance is already reviewed as part of the Board's annual evaluation process.

Our Board of Directors as a whole and through its committees has responsibility for oversight of risk management and is supported by management reporting processes, including an annual company-wide risk assessment that are designed to identify, assess, and manage critical risks and mitigation strategies. The Audit and Compliance Committee is responsible for overseeing our enterprise risk management and major risk exposures and has a key the key role and oversight of matters raised in this proposal, including data privacy, alleged antitrust violations, and risks related to AI. It has rigorous frameworks and processes for fulfilling these responsibilities, and regularly evaluates and adjusts its strategies to best meet the needs of our Board of Directors and Alphabet.

In addition to its quarterly meetings, the Audit and Compliance Committee has separate dedicated meetings to discuss risk and compliance matters, including data privacy and security, competition, legal, regulatory, compliance, civil and human rights, sustainability, and reputational risks. Successfully managing these and other areas of risk are all critical to maintaining our customers' and stakeholders' trust, and to ensuring our long-term business success, and are important priorities of the Audit and Compliance Committee and our Board of Directors.

As such, our Board of Directors believes that the assessment requested by this proposal would not be an effective use of company resources or result in better direction or performance and recommends a vote against this proposal.

The next stockholder proposal is being brought by James McRitchie and Myra K. Young. The proponents have submitted a prerecorded presentation in support of the proposal. I recognize James McRitchie for a period of three minutes to present this proposal.

## **Analyst**

In 2002, I petitioned the SEC for proxy access. It took three rulemakings and a court battle. More than 20 years later, 81% of S&P 500 companies, including Alphabet, have something called proxy access. Unfortunately, it requires that nominating groups hold 3% for three years and groups are limited to 20 members. That sets up a situation where proxy access can't really be done without one of the big four fund families. They administer retirement savings plans for companies and have never even filed a shareholder proposal, let alone challenged Directors. Therefore, proxy access has gone unused.

Now, after decades, the SEC adopted Rule 14a-19, allowing shareholders under specified conditions to split votes between Board nominees and challengers without attending annual meetings, but will the universal proxy rule go the way of so-called proxy access? After reading bylaws adopted by Mossimo, Bloomberg's Matt Levine speculated that company bylaws might demand challengers submit disclosures on paper woven from unicorn manes with requirements waived, of course, for the Board's nominees.

While they don't require a specific type of paper, Alphabet's advance notice bylaws allow the Board to request any additional information as may be reasonably required. Who determines what is reasonable? The Board, of course, unless you're willing to go to court. Most agree, there should be some limits on what Boards can require without seeking shareholder approval in advance or at least within a year or so of adoption. I filed 30 proposals like the one before you. We reached agreements with one-third of all companies based on guardrails that preserve the rules intent.

All shareholder proposals are advisories. Boards are free to ignore them or adopt whatever they please. Your vote for this this proposal can help us reach an agreement with Alphabet that will protect your rights either before the next annual meeting or after an even higher vote next year based on a revised proposal that reflects our agreements reached with other companies to protect the rights of shareholders such as our recent proposal at Procter & Gamble. Please vote for Fair Elections, Proposal Number 6. Thank you.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. The requests put forth in this proposal are already largely reflected in our current bylaws. We amended our bylaws in October 2022 following SEC rule changes and careful deliberations by our Board of Directors in an effort to ensure both that our stockholders would benefit from having a meaningful opportunity to nominate candidates with minimal unnecessary challenges and steps, and any director nominees nominated via our Universal Proxy advance notice provisions would meet minimum qualification, competency, and disclosure requirements in compliance with applicable laws. The proponent requests that our bylaws include language requiring stockholder approval for any advance notice bylaw amendments that touch on two areas, submission deadlines and disclosure.

First, the proponent requests that we amend our bylaws mandating stockholder approval for any advance notice bylaw amendments that require the nomination of candidates more than 90 days before the annual meeting. Our bylaws have included advance notice provisions since our IPO as Google, Inc in August 2004, and these provisions have always included a market standard timeframe of requiring advance notice by stockholders not later than the close of business on the 90th day, not earlier than the close of business on the 120th day prior to the anniversary date of the immediately preceding annual meeting.

Second, the proponent requests that we amend our bylaws to mandate stockholder approval for any advance notice bylaw amendments that impose new disclosure requirements for director nominees. Our current bylaws do require certain disclosures from stockholder nominees, but only to the extent required for us to satisfy the relevant securities disclosure rules with respect to those nominees in our proxy materials as well as to meet NASDAQ requirements, such as the requirements for biographical information of director nominees, information about related person transactions under Regulation S-K, and information about actual or potential conflicts of interest. This is the same information we request from our company-nominated director nominees.

In approving our October 2022 amendments to our bylaws, our Board of Directors carefully and intentionally avoided an approach that would be overly burdensome for nominating stockholders. We are confident that our October 2022 amendments struck the proper balance and ensure that the company complies with its SEC and NASDAQ requirements. Our Board of Directors therefore recommends a vote against this proposal.

The next stockholder proposal is being brought by John Chevedden. I recognize John Chevedden for a period of three minutes to present this proposal. I'll advise you when your time is about to expire. Operator, please open Mr.Chevedden's line.

## **Operator**

Mr.Chevedden, your line is now open.

## **Analyst**

Hello, this is John Chevedden. Proposal 17, executives to retain significant stock. Shareholders ask our executive pay committee to adopt a policy requiring senior executives to retain 50% of stock acquired through equity pay programs until reaching retirement and to report to shareholders regarding the policy in the company's next annual meeting proxy.

This single unified policy shall prohibit hedging transactions for shares subject to this policy, which are not sales, but reduce the risk of loss to the executive. Otherwise our directors might maneuver to avoid the impact of this proposal. This policy shall supplement any other share ownership requirements that have been established for senior executives and should be implemented without violating current company contractual obligations or the terms of any current pay or benefit plan.

The Board is encouraged to obtain waivers of any current pay or benefit plan for senior executives that might delay implementation of this proposal. Requiring senior executives to hold a significant proportion of stock obtained through executive pay plans would focus our executives on our company's long-term success, a Conference Board task force report stated that hold-to-retirement requirements give executives an ever-growing incentive to focus on long-term stock price performance.

The Board of Directors' response to this proposal states that it shares the proponent's focus on the importance of aligning the interests of Alphabet's senior management with those of shareholders. This proposal will simply further align executive pay with Alphabet's long-term success. Please vote yes, executives to retain significant stock, Proposal 17.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. We believe our existing stock ownership guidelines and policies substantially implement the proponent's request. We have had for many years robust existing stock ownership guidelines for our senior executives that are reviewed and updated from time to time by our Leadership Development, Inclusion and Compensation Committee. These guidelines are publicly set forth in Alphabet's Corporate Governance Guidelines, which can be found on our Investor Relations website.

Under these guidelines, our Senior Vice Presidents must hold shares of Alphabet stock equal in value to at least \$7.5 million, and our Chief Executive Officer must hold shares of Alphabet stock equal in value to at least \$35 million, for as long as they remain in their respective roles. We believe these required holding amounts are significant and help align the interests of our senior executives with those of our stockholders.

In addition, we believe we have designed our Executive Officer compensation programs to reinforce and maintain this stockholder alignment, using equity awards to incentivize focus on long-term stockholder value and commitment to the company. The Leadership Development, Inclusion, and Compensation Committee annually evaluates the structure of our equity awards to ensure the right balance of time and performance-based equity that supports the objectives of our compensation philosophy, aligns with our business priorities, and considers the perspectives of our stockholders.

For these reasons, we believe there is already strong alignment between our senior executives and our stockholders. Our Board of Directors therefore believes this proposal would not provide any meaningful additional benefit for our stockholders and recommends a vote against this proposal.

The next stockholder proposal is being brought by the NorthStar Asset Management, Inc Funded Pension Plan. The proponent has submitted a prerecorded presentation in support of the proposal. I recognize Mari Schwartzer for a period of three minutes to present this proposal.

**Mari Schwartzer** {BIO 20356237 <GO>}

My name is Mari Schwartzer from NorthStar Asset Management in Boston. I am presenting Resolution number 18, a request that Alphabet's Board take all practicable steps to initiate and adopt a recapitalization plan for all outstanding stock to have one vote per share. We've been coming to this shareholder meeting to

talk about equal shareholder voting for many years since 2015, and year-after-year, the vast majority of outside shareholders support our request.

We believe that it's clear that shareholders want to have a say in the important matters of the companies in which they invest. Yet at Alphabet, ordinary shareholders do not have an equal ability to weigh in on significant matters of corporate policy. The SEC calls proxy voting the primary way for shareholders to make their views known to company management and participate effectively at annual or special meetings.

Alphabet's voting structure is weighed heavily to favor insiders given that Class B shares are granted 10x the voting rights of Class A shares, and Class C shareholders have zero votes per share. Without equal voting rights, shareholders' ability to provide feedback to the Board and protect their investment is diminished. We believe this share structure empowers the CEO and insiders to appoint a Board that primarily serves the CEO and management, not shareholders.

While shareholders might accept this lack of input when profits are up, we believe that this voting structure constitutes a considerable risk to governance and shareholder value during times of crisis, and our company is no stranger to controversy. In its opposition statement, the company asserts that the current unequal voting structure allows it to focus on long-term success and holds management accountable. However, we believe that when company controversies occur that could have been avoided with proper governance reforms. These are examples of when poor governance leads to risk for shareholders.

Alphabet employees continue to speak out, criticizing and protesting the company's technological decisions from its contract with the Department of Defense, to biases built into its artificial intelligence systems. Additional incidents with financial or material social impacts can harm share value too. Shareholders, we urge you to vote for proxy item number 18, a recapitalization plan for all outstanding stock to have one vote per share. Thank you.

**Kathryn Hall** {BIO 21799952 <GO>}

Thank you for presenting this proposal. Since its inception, Google has been managed with a focus on the long-term. This focus was emphasized by our co-founders, Larry Page and Sergey Brin in their letter to our stockholders at the time of Google's IPO in 2004, in which they stated that, we are creating a corporate structure that is designed for stability over long time horizons. They reiterated their commitment to our long-term focus in their April 2012 letter to our stockholders, in which they stated that we have always managed Google for the long-term, investing heavily in the big bets we hope will make a significant difference in the world.

The implementation of our holding company Alphabet in October 2015 further reinforces this view. Our success is owed in large part to the leadership and vision originated by our Co-Founders and carried on today by Alphabet CEO, Sundar Pichai. We have established a robust governance structure that ensures effective

independent oversight and enables our Board of Directors to hold management accountable to the best interests of the company and our stockholders. Our Board leadership structure is regularly evaluated and has been modified at times to uphold strong independent oversight in our evolving business and operating environment, including the establishment of the role of independent chair in 2018.

Further, we maintain and periodically enhance our governance practices and stockholder rights, including annual elections of all director nominees and the introduction of a majority voting standard for directors in 2021. These enhancements are informed by feedback gathered from direct engagement with our stockholders, which is shared and reviewed by our Board of Directors.

Our Board of Directors believes that our capital structure, which it evaluates annually, combined with our strong governance practices have provided significant stability to the company and proven benefits to our stockholders, and believes that implementing this proposal would not be in the best interest of the company and our stockholders, and recommends a vote against this proposal.

In addition to the 18 items of business described in our proxy statement, Christopher Jones has provided prior timely notice of his intent to present a proposal today in accordance with the advance notice provisions of our bylaws.

The proponent did not seek to have the proposal included in our proxy statement for the meeting. This type of proposal is sometimes referred to as a floor proposal. To vote on this floor proposal, you must do so during the meeting by logging into our Virtual Meeting website and following the instructions on the screen.

As a reminder, the polls are currently open and will close after the presentation of this final item. The proponent has submitted a prerecorded presentation in support of the floor proposal. I recognize Christopher Jones for a period of three minutes to present this proposal.

## **Analyst**

Hi, I'm Christopher Jones, and I've been Alphabet's and before that, Google's shareholder for over a decade. My proposal is simple. We should urge the Board of Directors to better align senior management incentives with Alphabet's long-term success by evaluating investing future performance stock units or PSUs over a period of at least five years.

Our company grants equity to align incentives, building long-term value for stockholders. This is great. As shareholders, we should all want Alphabet to succeed for the long-term. The problem is that, as currently designed, PSUs don't reward long-term performance. Instead, they're rewarding performance over three years. That's too short to adequately and thoughtfully evaluate the impact an Officer has personally contributed to the company's long-term success versus external factors, such as the macroeconomic tailwinds, position in the business cycle, interest rates, and the competitive environment within which Alphabet finds itself.

Performance stock units reward Alphabet's performance against the standard and poorest 100. PSU payouts are determined over a three-year window, and they fully vest at the end of those three years. PSUs were first granted in 2019, with subsequent grants to senior management in 2021 and 2022. The problem is that three years is just too short. In fact, the Council of Institutional Investors' policy on corporate governance considers long-term to be at least five years.

Looking at our compensation peers, the companies that our Board uses to compare executive compensation accounts, several of them have longer vesting periods for their equivalent to PSUs. Amazon, typically five years or more. Netflix doesn't do them at all. And Oracle, in fact extended their period from a five-year window to an eight-year window to encourage a longer-term focus on Oracle's performance. Ironically, the equity that we grant our own employees here at Alphabet also intended to align their interests with long-term success, vests over four years, not three. Senior management's long-term incentive horizon shouldn't be shorter than their employees.

In closing, I invite you to join me in urging our Board of Directors to better align senior management's incentives with our company's long-term success. Three years is just too short to evaluate our company's long-term performance, let's try five. Thank you.

## Questions And Answers

### Operator

(Question And Answer)

### A - Kathryn Hall {BIO 21799952 <GO>}

Thank you for presenting this floor proposal. While we share the proponent's belief in the importance of aligning the long-term interests of our named Executive Officers with our stockholders, we believe the current performance period already reinforces this connection. We provide a majority of each named Executive Officer's compensation via equity grants of restricted stock and performance stock units, which incentivizes long-term thinking and performance.

As the proponent notes, the performance stock units granted to our named Executive Officers will vest, if at all, based on Alphabet's TSR performance relative to the S&P 100 over a multi-year performance period, subject to continued employment on the vesting date. The Leadership Development, Inclusion, and Compensation Committee considered peer and broader market practices when establishing the performance period and believes that the current performance periods are appropriate to encourage and motivate long-term performance.

As the compensation of our named executive officers is already tied to long-term performance, their interests are closely aligned with our stockholders' interests, and

they are motivated to make decisions with a focus on performance over a multi-year period. As such, our Board of Directors recommends a vote against this proposal.

The persons named as proxy holders, including myself, have discretionary authority in voting the proxies under Rule 14a-4(c) under the Exchange Act, and I hereby intend to exercise such discretion to vote against this proposal. Because no further business is scheduled to come before the stockholders, I declare the polls for each matter voted upon at this meeting closed.

I will now review the preliminary results on the matters brought before the meeting. I have been advised by the Inspector of Election that the nominees for election to the Board of Directors have been duly elected. I have been further advised by the Inspector of Election that a majority of the shares of our Class A and Class B common stock entitled to vote and present at the meeting or represented by proxy voted in favor of the ratification of the appointment of Ernst & Young LLP to act as our independent registered public accounting firm for the 2023 fiscal year.

The amendment and restatement of Alphabet's 2021 stock plan to increase the share reserve by 170 million shares of Class C capital stock. The approval on an advisory basis advisory basis of the compensation awarded to named Executive Officers, and every three years for the stockholder advisory vote on compensation awarded to our named Executive Officers. Therefore, each of these proposals has been approved by our stockholders.

I have also been advised by the Inspector of Election that a majority of the shares of our Class A and Class B common stock entitled to vote and present at the meeting or represented by proxy voted against Proposals 6 through 18 described in our proxy statement and against the floor proposal presented today. Therefore, each of these stockholder proposals has not been approved by our stockholders. As soon as possible after the meeting, we'll complete the final vote tabulations and we'll provide the final vote results on our Investor Relations website and in a filing with the SEC. That ends the official business of the meeting, and I declare the formal portion of our meeting adjourned.

We will now have the question-and-answer session. We would like to thank our stockholders for all of the questions submitted. We received several questions about Alphabet's position on the stockholder proposals. The company's position on each stockholder proposal was provided during the formal business portion of the meeting so we will not be covering those during the question-and-answer session.

John Hennessy, Chair of the Board, Sundar Pichai, Chief Executive Officer, Ruth Porat, Chief Financial Officer, and Kent Walker, President, Global Affairs and Chief Legal Officer will be answering questions. Okay, let's get started. We'll focus on topics of most interest to our stockholders.

The first question is about AI. Stockholders asked, what is Google's approach to AI? And how do we go about maximizing the positive impacts to society, while



mitigating the risks?

**A - Sundar Pichai** {BIO 15004624 <GO>}

This is Sundar, I'll answer this question. We are seven years into our journey as an AI-first company, so we've been working for a long time to incorporate AI into our products and make them more helpful. Now, we are at an inflection point with Generative AI and are working to take this to the next level.

In my remarks, I mentioned a few ways we are doing this in products people know and love, including the new search generative experience in search, the Help Me Write feature in Gmail, and the immersive view for routes and maps. We also want to enable others to innovate with AI, be it through our cloud offerings or developer APIs. Looking ahead, making AI helpful for everyone is the most significant way we'll make progress on our mission.

Overall, I'm very excited about the possibilities here. I think AI has the potential to impact nearly every sector from helping radiologists assess medical images, to making difficult or dangerous jobs safer and easier, to giving everyone a personal tutor or creative collaborator powered by AI. So we are approaching it boldly with a sense of excitement, and we are doing it responsibly in a way that underscores the deep commitment we feel to get it right.

We first published our AI principles in 2018, rooted in a belief that AI should be developed to benefit society, while avoiding harmful applications. We evolve our approaches as technology evolves. So just as we are developing better algorithms to detect spam, we need to do the same with deepfakes, audio and video, for example. We are also working with governments, experts, social scientists, and others to advocate for robust pro-innovation and responsible frameworks for AI ahead. Thanks.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thanks, Sundar. We received a number of questions on our capital return strategy. In particular, we have been asked whether we will be issuing dividends to stockholders and/or increasing our share repurchases.

**A - Ruth M. Porat** {BIO 2536317 <GO>}

This is Ruth. I can take this question. So the primary uses of capital are first to invest to support long-term organic growth, second, to support both acquisitions and investments, and third, for capital returns. We continue to believe that a share repurchase program is the best approach for us because it provides flexibility, which is valuable given we operate in such a dynamic and competitive area.

We're very pleased to have the new \$70 billion authorization and we do remain focused on repurchasing both Class A and Class C shares. We do regularly evaluate our cash and capital structure, including the size, pace, and form of capital returns to shareholders and we do not have plans to issue a dividend. Thanks for the question.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thanks, Ruth. Next, some of our stockholders asked us to elaborate on our efforts to manage harmful content and fight misinformation on our YouTube platform.

**A - Kent Walker** {BIO 15242895 <GO>}

This is Kent. I can take this one. Our commitment to responsibility on YouTube starts with our community guidelines, which set the rules of the road for content that's allowed on YouTube. For instance, we have strict policies against hate speech, misinformation, deceptive practices, scams, impersonation, spam and harassment, and all kinds of other abusive content on YouTube. And we do regularly terminate channels that repeatedly or egregiously violate those policies.

We have automated flagging systems to quickly identify content that may violate those community guidelines. And we also have thousands of reviewers around the world who operate 24/7 to enforce our policies. In 2018, we introduced our community guidelines enforcement report, which we update quarterly, that helps us increase transparency and accountability around our efforts to protect viewers. In the fourth quarter of 2022 alone, we removed over 5.5 million videos for violating our community guidelines. Over 90% of those were first flagged by our automated systems and over 70% of those were removed before they had more than 10 views.

Our transparency reports include a metric called violative view rate, which helps us estimate what percentage of views on YouTube come from content that violates our policies. In the fourth quarter of last year, YouTube's violative view rate was roughly 0.1%. In other words, for every 1,000 views, only one was of content that violated our community guidelines. That's down over 70% compared to the same quarter in 2017. In large part, thanks to our investments in machine learning.

So with billions of people visiting YouTube every day, whether they're looking to be informed, to be entertained, or to learn, we have a responsibility to connect people to high-quality content, and we'll continue to focus on removing violative content, raising up authoritative sources, and rewarding trusted creators. Thanks for the question.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thanks, Kent. We also received a question about how we are balancing capital returns with reinvestment in our business.

**A - Ruth M. Porat** {BIO 2536317 <GO>}

This is Ruth. I'll answer this one. So I outlined our approach to capital allocation a moment ago. And the capital return program is additive to our investment in the business, and it does not crowd out where we want to, and can, and do invest in our business.

As I noted, our primary use of capital is to invest in the business for long-term growth, and we're investing aggressively in areas, including AI, Search, YouTube, Ads, Cloud, Hardware, and Android. In terms of the numbers, last year we invested \$40 billion in research and development and another \$32 billion in CapEx to support our growth. We're very excited about our near and long-term opportunities, in particular with the application of AI across our products and services, as Sundar and John discussed.

We're also investing in long-term growth with acquisitions and strategic investments, and you saw that with our acquisition of the cybersecurity company, Mandiant. The share repurchase program is additive. It's a part of our overall capital allocation, and each one of these steps contributes to long-term value.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thanks, Ruth. Moving on to the next topic, stockholders want to better understand our philosophy behind our political contributions.

**A - Kent Walker** {BIO 15242895 <GO>}

This is Kent again. I can address this one. We believe it's important to have a voice in the political process to ensure that the Internet and technology more generally remain forces for growth and for innovation. We're focused on issues like AI and privacy, interoperability, transparency, rules protecting kids and families, and a lot more. In general, we're advocating for balanced regulation that promotes responsible innovation in the U.S. and around the world. Where it's appropriate and where it's permitted by law, we make corporate contributions to non-federal committees and organizations, state and local candidates, and other groups.

We haven't used corporate resources to make independent expenditures or fund electioneering communications in support of or in opposition to candidates. We want our engagement with policymakers and regulators to be open, transparent, and clear to our users, to our stockholders, and to the public. That's why we regularly update our U.S. Public Policy Transparency site, which outlines our public policy objectives, our oversight and compliance work, our corporate political contributions, and other key elements of our approach to policy engagement.

Our transparency efforts and practices are actually recognized as best-in-class. For example, the Center for Political Accountability's Zicklin Index of Corporate Political Disclosure and Accountability has ranked us in their highest category for four years running. We maintain Executive and Board oversight as well. Board and senior management teams oversee our corporate political activity to ensure that we have appropriate policies and practices in place and that those policies and practices serve the interests of our stockholders.

Our nominating and corporate governance committee reviews Google's corporate policies and activities, including expenditures made with corporate funds. Google's NetPAC contributions, our direct corporate contributions to state and local political campaigns, and our policy prohibiting trade associations and other organizations

from using Google funds for political expenditures. Thanks for your interest in the topic.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thanks, Kent. We received a question regarding the company's strategy. Specifically, what is our greatest competitive advantage? And how can we keep growing for the next 10 years?

**A - Sundar Pichai** {BIO 15004624 <GO>}

This is Sundar, I can take this one. Our competitive advantage is our ability to focus on using deep computer science to solve important user problems at scale. We focus on putting the user-first and building products and features that are helpful to people. AI is an example of one of the areas where we've been investing for the long-term, and you're seeing some of the benefits of those investments today, both in our products as well as our technical infrastructure.

Lastly, inspiration for these new tools comes from all levels of the company and all of our teams. By virtue of working on some of the most difficult problems out there, we tend to attract some of the best people who then contribute to our innovation, creating a virtuous cycle that benefits our users and customers. Thanks for the question.

**A - Kathryn Hall** {BIO 21799952 <GO>}

Thank you, Sundar. We have time for one last question. A stockholder has asked how the Board considers directors' time commitments and risks of overboarding?

**A - John L. Hennessy** {BIO 1433018 <GO>}

This is John. I'm happy to answer this question. We expect that each director will ensure that their other existing and future commitments, including employment responsibilities and service on outside Boards will not materially interfere with their service as a director on Alphabet's Board. The non-gov committee regularly reviews all of our Board members' outside commitments, both public and private, for conflicts of interest and other concerns, and I have personally had conversations with Board members on this important topic.

Our Board members are very engaged. In fact, many routinely attend committee meetings, even when they are not formal members of those committees. Our overboarding policy sets the maximum number of public company Board memberships at four, including Alphabet. This policy was actually strengthened in 2021. Previously, we allowed a total of five memberships, and we believe that this new policy is aligned with best practice. This policy ensures directors have sufficient time to devote to the Board, and in the context of the views of our stockholders. All of our directors are aligned with this policy.

This concludes the question-and-answer period. Thank you for all the questions you've submitted. We truly appreciate you for taking the time to join us and for your

continued support of Alphabet. Take care, and we'll see you next year.

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