



**Google Inc.****GOOG NASDAQ**

IT Services / Consulting

Market Capitalization USD: **\$166,300.11 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Larry Page****Age: 38****CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$1	\$1	\$1
<b>Discretionary Bonus</b>	\$1,660	\$1,785	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$243,661	\$311,433	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$245,322</b>	<b>\$313,219</b>	<b>\$1</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$245,322</b>	<b>\$313,219</b>	<b>\$1</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$20,334,607	\$18,372,120	\$40,195,189
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

Proxy Date: 9 May 2012

Annual Meeting Date: 21 Jun 2012

Equity Reserves: 18.59%

Stock Option Run Rate: 0.22%

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## Performance Comparison

■ S&P500 ■ Industry ■ GOOG



## Peer Comparisons (TRBC) = Technology

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GOOG	Google Inc.	\$245,322	\$313,219	\$1	\$166,300,113,455
ORCL	Oracle Corporation	\$56,810,851	\$70,143,075		\$144,981,861,480
QCOM	QUALCOMM Incorporated	\$18,896,413	\$17,626,939	\$21,722,333	\$81,685,722,937
CSCO	Cisco Systems, Inc.	\$10,270,083	\$18,871,875		\$83,434,249,818
MSFT	Microsoft Corporation	\$1,276,627	\$1,351,121		\$208,535,035,313
INTC	Intel Corporation	\$14,581,900	\$15,652,500	\$17,491,900	\$112,030,085,000
IBM	International Business Machines Corporation	\$24,313,795	\$31,718,608	\$31,798,918	\$213,260,304,037

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Amazon.com, Inc., Hewlett-Packard Company, Oracle Corporation, Apple Inc., IBM Corporation, Qualcomm, Inc., Cisco Systems, Inc., Intel Corporation, The Walt Disney Company, eBay, Inc., Microsoft Corporation, Yahoo! Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Paul S. Otellini	Chairman	61	Male	8	Outside
L. John Doerr	Member	60	Male	13	Outside Related

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