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February 6, 2024

VIA ONLINE SHAREHOLDER PROPOSAL PORTAL

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Re: Shareholder Proposal Submitted by Zevin Asset Management

Ladies and Gentlemen:

We are writing on behalf of our client, Alphabet Inc., a Delaware corporation ("Alphabet" or the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to notify the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude the shareholder proposal (the "Proposal") and supporting statement (the "Supporting Statement") submitted by Zevin Asset Management (the "Proponent"), by letter dated December 19, 2023, from the Company's proxy statement for its 2024 annual meeting of shareholders (the "Proxy Statement").

In accordance with SEC Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") and other related Staff guidance, we are submitting this letter and its attachments to the Staff electronically through the Staff's online Shareholder Proposal Portal. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the Proxy Statement. The Company expects to file its definitive Proxy Statement with the Commission on or about April 26, 2024, and this letter is being filed with the Commission no later than 80 calendar days before that date in accordance with Rule 14a-8(j). Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any

correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal and Supporting Statement are attached hereto as Exhibit A. The Proposal states:

RESOLVED: Alphabet shareholders request that the Board report publicly on its framework for identifying and addressing misalignment between Alphabet's lobbying and policy influence activities and positions, and its Net Zero (emissions) climate commitments (done at reasonable cost, omitting confidential/proprietary information). This report should cover activities done both directly and indirectly through trade associations, coalitions, alliances, and social welfare organizations ("Associations"), and reference the criteria used to assess alignment, the escalation strategies employed to address misalignment, and the circumstances under which escalation strategies are used (e.g., timeline, sequencing, and degree of influence over an Association).

BASIS FOR EXCLUSION

In accordance with Rule 14a-8(i)(12), we hereby respectfully request that the Staff confirm that no enforcement action will be recommended against the Company if the Proposal and the Supporting Statement are omitted from the Proxy Statement because the Proposal addresses substantially the same subject matter as two previously submitted shareholder proposals that were included in the Company's 2023 and 2022 proxy materials, and the most recently submitted of those proposals did not receive the support necessary for resubmission.

ANALYSIS

Under Rule 14a-8(i)(12)(ii), the Proposal may be omitted because it deals with substantially the same subject matter as two proposals included in the Company's proxy materials within the previous five calendar years, and the most recently submitted of those proposals (in 2023) did not receive at least 15% of the votes cast.

A. Overview of Rule 14a-8(i)(12)

Under Rule 14a-8(i)(12)(ii), a shareholder proposal that "addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years" may be excluded from the proxy materials "if the most recent vote occurred within the preceding three calendar years and the most recent vote was "[l]ess than 15 percent of the votes cast if previously voted on twice."

The Commission has stated that the condition in Rule 14a-8(i)(12) that the prior shareholder proposal(s) have dealt with "substantially the same subject matter" as the current proposal does not mean that the prior proposal and the current proposal must be exactly the same. At one time, the predecessor to Rule 14a-8(i)(12) required a proposal to be "substantially the same proposal" as the prior proposal(s) to be excludable. However, the Commission amended this rule in 1983 to permit exclusion of a proposal that "deals with substantially the same subject matter." The Commission explained that the reason and meaning behind this revision was as follows:

> The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

Exchange Act Release No. 20091 (Aug. 16, 1983).

Accordingly, the Staff has confirmed numerous times that Rule 14a-8(i)(12) does not require the shareholder proposal be textually identical to the prior proposals in order for a company to exclude it. Instead, pursuant to the Commission's statement in Exchange Act Release No. 20091, the Staff has focused on the "substantive concerns" when considering whether proposals deal with substantially the same subject matter. Consistent with this approach, the Staff has allowed the exclusion of proposals under Rule 14a-8(i)(12) when they share the same substantive concerns even if the proposals differ in scope from the prior proposals. *See, e.g., Alphabet, Inc.* (avail. April 16, 2019) (concurring that a proposal requesting a review of Alphabet's board composition and qualification requirements was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as a prior proposal also requesting review of the company's board composition and qualifications, with some differences in the proposal language); *Apple, Inc.* (avail. Nov. 20, 2018) (concurring that a proposal requesting a review of the company's human rights policy was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as prior proposals seeking to establish a human rights committee); *Apple, Inc. (Eli Plenk)* (avail. Dec. 15, 2017) (concurring with the exclusion of a proposal requesting that the company prepare a report assessing the feasibility of integrating sustainability metrics because it dealt with substantially the same subject matter as two earlier proposals requesting that the company adopt an accelerated recruitment policy); *The Coca Cola Co.* (avail. Jan. 18, 2017) (concurring that a proposal requesting a report identifying the number of Israel/Palestine employees who were Arab and non-Arab was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as a prior proposal requesting that the company implement a set of "Holy Land" equal employment principles); *Pfizer Inc.* (avail. Jan. 9, 2013) (concurring that a proposal seeking disclosure of the company's lobbying policies and expenditures was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as prior proposals seeking disclosure of contributions to political campaigns, political parties and attempts to influence legislation); *Exxon Mobil Corp.* (avail. Mar. 7, 2013) (concurring that a proposal requesting the company review its facilities exposure to climate risk and issue a report to

shareholders was excludable because it dealt with substantially the same subject matter as three prior proposals requesting that the company establish a committee or a task force to address issues relating to global climate change).

In addition, the Staff has concurred in the exclusion of proposals under Rule 14a-8(i)(12) where the same proponent largely reiterated the substantive concerns and goals contained in a prior proposal that had not received support adequate for resubmission. For example, in *Wal-Mart Stores Inc.* (avail. Feb. 2, 2017), the Staff considered a proposal addressing the company's incentive compensation plans and programs and their effects on investment decisions by senior executives. The Staff concurred that the proposal could be excluded under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as three prior proposals submitted by the same proponent that were nearly identical to the proposal under consideration.

Finally, we recognize that the Commission has proposed amendments to Rule 14a-8(i)(12) that would apply this basis to exclusion where the proposals involved "address[] the same subject matter and seek[] the same objective by the same means." See Exchange Act Release No. 95267 (July 13, 2022) (the "2022 Proposing Release"). As an initial matter, we note that applying the revised standard for Rule 14a-8(i)(12) in the Proposed Amendments to the Proposal is inappropriate under the Administrative Procedure Act because those amendments have not been adopted by the Commission to date. Regardless, we believe that the Proposal satisfies this standard as well for the reasons noted above.

B. The Proposal deals with substantially the same subject matter as at least two proposals that were included in the Company's proxy materials within the preceding five calendar years.

The Company has within the past five years included in its proxy materials two shareholder proposals that were substantially similar to the Proposal. The subject matter of the Proposal is to have the Company's board of directors (the "Board") report publicly on its framework for identifying and addressing misalignment between Alphabet's lobbying and policy influence activities and positions, and its Net Zero (emissions) climate commitments. The Company included similar proposals in its 2023 proxy materials (the "2023 Proposal", attached hereto as Exhibit B), and in its 2022 proxy materials (the "2022 Proposal", attached hereto as Exhibit C and together with the 2023 Proposal, the "Previous Proposals"), both submitted by the same Proponent as the Proposal. In comparing the resolved clauses of each of the Previous Proposals and the Proposal, it is clear that the three proposals are all aimed at achieving the same objective and scope of objective, and therefore deal with "substantially the same subject matter."

While the resolved clauses in the Previous Proposals and the Proposal are not identical, they concern the same subject matter and have the same intention, which is to request a report identifying and addressing any misalignment between the Company's lobbying efforts and its climate-related commitments to reduce its carbon footprint. Specifically:

- The Proposal seeks a report on the Company's "framework for identifying and addressing misalignment between Alphabet's lobbying and policy influence activities and positions, and its Net Zero (emissions) climate commitments,"

which are done in line with the Company's support of the Paris Agreement goals.

- The 2023 Proposal also explicitly requested a report on the Company's "framework for identifying and addressing misalignments between Alphabet's lobbying [activities] . . . and Alphabet's commitments to mitigate climate impact [which consist of the Company's NetZero commitments] and its support of the Paris Agreement, which seeks to limit average global warming to no more than 1.5 degrees Celsius by 2030."
- The 2022 Proposal also requested a report from the Company "describing if and how its lobbying activities . . . align with the Paris Agreement's ultimate goal to limit average global warming to 1.5'C," in light of Alphabet's public support of the Paris Agreement and its demonstrated climate-related commitments (including, as described by the Proponent, "advoca[cy] for specific science-based climate policies [and] lead[ing] investment[s] in carbon-free energy").

Across all three proposals, the intention is clearly the same: the Proponent desires more information about Alphabet's lobbying activities (direct and indirect) and how those activities reconcile with the sustainability and emissions reduction initiatives that the Company, and in particular, how the Company's board determines whether there is (and if so, how) any misalignment between these two categories of corporate activities.

Not only do the Previous Proposals and the Proposal cover the same subject matter, the scope of the requested reports is also the same across both Previous Proposals and the Proposal:

- The Proposal requests that the report include lobbying activities done "directly and indirectly through trade associations, coalitions, alliances, and social welfare organizations" and requests that the description of the board's framework include "the criteria used to assess alignment, the escalation strategies employed to address misalignment, and the circumstances under which escalation strategies are used."
- Likewise, the 2023 Proposal also clarifies that lobbying activities should be interpreted to include those done "directly and indirectly through trade associations and social welfare and nonprofit organizations" and also requests the framework description to include "the criteria used to assess alignment; the strategies used to address any misalignment; and circumstances under which these strategies are implemented."
- Similarly, the 2022 Proposal echoes the same scope for lobbying activities (those done "directly and indirectly through trade associations and social welfare and nonprofit organizations") and also requests that the framework description include "Alphabet's plans to mitigate the risks presented by any misalignment," which the Proponent further clarifies should incorporate an "assess[ment of] the degree of alignment . . . and detailing clear plans for action to address any misalignment."

Based on these excerpts, the intended scope of coverage of the term, "lobbying activities" is clearly consistent between the Previous Proposals and the Proposal. Similarly, although the wording is not identical across all three proposals, the Proponent's intended scope for the requested framework description has always been to include a discussion of how the Company identifies and addresses misalignment to mitigate the potential impacts (and risks) to the Company.

The supporting statements of the Previous Proposals highlight the same substantive concerns that drive the request for the report requested in each of the Previous Proposals as those raised in the Supporting Statement. The supporting statements in the Proposal and Previous Proposals all similarly discuss concerns about the alleged misalignment of the Company's lobbying practices and membership in trade associations with the Company's Paris Agreement climate commitments, and a desire to better understand how the Company combats that misalignment and can focus on more "Paris-aligned lobbying" instead. For example, the Proponent in the 2022 Proposal supporting statement alleges that "a review of Alphabet's disclosed memberships reveals concerning inconsistencies with Alphabet's actions on, and commitments to, the Paris Agreement and the prevailing science," which is also echoed in the 2023 Proposal. Similarly, the Proponent alleges in the Supporting Statement that "[Alphabet] pays trade association dues and other membership fees to organizations that consistently cast doubt on the scientific consensus on climate change. Alphabet further supports third parties actively opposing business-critical Paris-aligned climate policies." Furthermore, the Proponent across all three supporting statements discusses their concerns that Alphabet's disclosures do not address the areas where climate commitments may be undermined by its lobbying practices, and expresses a desire that the report requested in all three proposals provide additional context as to how the Company may better align its lobbying efforts with its climate commitments. For instance, the Proponent alleged in the supporting statement of the 2022 Proposal that Alphabet does not "disclose sufficient information as to how it ensures lobbying practices (directly and indirectly via [its membership in] these [trade associations and other] groups") align with the Paris Agreement's aim" and again alleged in the supporting statement of the 2023 Proposal that Alphabet does not "disclose whether its lobbying practices (directly and indirectly) align with the Paris Agreement's aims [], nor company actions to address instances of misalignment." The Supporting Statement also mirrors concerns from the Proponent that Alphabet "omits disclosure of the areas where climate commitments may be undermined via current public policy actions and memberships." Across both Previous Proposals and the Proposal, all three supporting statements consistently raise the same type, nature and scope of substantive concerns in connection with Alphabet's lobbying efforts and sustainability efforts that the Proponent is looking to have the Company address in the report requested in each of the proposals. As such, it is clear that the Proposal is meant to deal with "substantially the same subject matter" as the Previous Proposals, as the content is similar (if not identical) and the discussions significantly overlap and cover the same issues and topics (merely reflecting some updated developments) as the earlier proposals.

Although the specific language in the resolved clauses of the Proposal and the Previous Proposals may differ slightly, the Proposal and Previous Proposals all call for the same action – the issuance of a report identifying and addressing misalignment between the Company's lobbying and policy activities and its climate commitments. As such, the Proposal is

properly excludable under Rule 14a-8(i)(12)(ii) because it addresses substantially the same subject matter as the Previous Proposals, and, as documented below, the most recently submitted of the Previous Proposals did not receive the shareholder support necessary to permit resubmission.

C. The 2023 Proposal did not receive the shareholder support necessary to permit resubmission.

Where the proposals address the same substantive concern, Rule 14a-8(i)(12) sets thresholds with respect to the percentage of shareholder votes cast in favor of the last proposal submitted and included in the Company's proxy materials. Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14") states that only votes for and against a proposal are included in the calculation of the shareholder vote for the proposal for the purposes of counting votes under Rule 14a-8(i)(12).

In accordance with Rule 14a-8(i)(12)(ii), a shareholder proposal may be excluded if there have been two substantially similar proposals included in a company's proxy materials within the preceding five years and the most recent one was voted on within the previous three years and received less than 15% vote in support of such proposal. In Alphabet's case, it included both the 2022 Proposal and the 2023 Proposal in its 2022 proxy materials and 2023 proxy materials, respectively, and the most recent one, the 2023 Proposal, did not receive at least 15% of the votes cast. As reported in the Company's Form 8-K filed with the Commission on June 8, 2023[1], attached hereto as Exhibit D, the 2023 Proposal received 1,813,942,162 "for" votes and 10,968,228,804 "against" votes at the Company's 2023 annual meeting of shareholders. Tallying the votes in accordance with the guidelines established by SLB 14 (1,813,942,162 ÷ (1,813,942,162 + 10,968,228,804)), approximately 14.19% of the votes cast were in favor of the 2023 Proposal. As this voting result falls short of the 15% required "for" votes cast for the resubmission of a substantially similar proposal that has already been voted on twice within the preceding three calendar years, the Proposal is properly excludable from the Company's 2024 proxy materials pursuant to Rule 14a-8(i)(12)(ii).

For the foregoing reasons, the Proposal may be omitted under Rule 14a-8(i)(12).

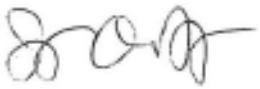
* * * * * *

[1] Available on the SEC's website at:
https://www.sec.gov/ix?doc=/Archives/edgar/data/0001652044/000119312523163590/d442583d8k.htm

Conclusion

By copy of this letter, the Proponent is being notified that for the reasons set forth herein, the Company intends to omit the Proposal and Supporting Statement from its Proxy Statement. We respectfully request that the Staff confirm that it will not recommend any enforcement action if the Company omits the Proposal and Supporting Statement from its Proxy Statement. If we can be of assistance in this matter, please do not hesitate to call me.

Sincerely,



Jeffrey D. Karpf

Cc: Marcela I Pinilla, Zevin Asset Management (marcela@zevin.com)

Enclosures:

Exhibit A – Proposal and Supporting Statement

Exhibit B – 2023 Proposal

Exhibit C – 2022 Proposal

Exhibit D – Current Report on Form 8-K filed by Alphabet, Inc. on June 8, 2023

Exhibit A

Proposal and Supporting Statement

Zevin Asset Management

Via email: [redacted] December 19, 2023

Alphabet Inc.
Attn: Corporate Secretary
[redacted]

Re: Shareholder proposal for 2024 Annual Shareholder Meeting

Dear Corporate Secretary,

Zevin Asset Management is an investment manager that since 1997 integrates sustainability principles into making investment decisions on behalf of our clients. We are pleased to be long-term shareowners of Alphabet, Inc. stock.

We believe disclosure of corporate lobbying activities and how these align with Alphabet's own climate strategy is relevant and meaningful to investors. As such Zevin Asset Management is submitting the attached shareholder proposal, on behalf of Sisters of Saint Dominic of Grand Rapids ("Proponent"), a shareholder of Alphabet Inc.'s (GOOGL Class A shares) for inclusion in the Company's 2024 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

The proposal requests that Alphabet evaluate if and how Alphabet is working to ensure its direct and indirect lobbying activities align with the Paris Climate Agreement's goals, and what management and the board do to address misalignments.

The Proponent has continuously beneficially owned, for at least three years as of the date hereof, at least $2,000 worth of the Company's Class A shares. A letter from the Proponent authorizing Zevin Asset Management to act on its behalf, along with custodial proof of ownership will follow. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required. There may be co-filers to this proposal. Zevin Asset Management will serve as primary filer and contact.

We are available January 4, 2024 between 1-3pm ET or January 5th, 2024 between 1-3pm EST. Any co-filers have authorized Zevin Asset Management to conduct the initial engagement meeting and may participate subject to their availability. We look forward to arranging a mutually convenient time for our discussion.

Sincerely,



Marcela I. Pinilla
Director of Sustainable Investing
Zevin Asset Management

Assess Misalignment Between Alphabet's Climate Goals and Its Lobbying Efforts

Alphabet Inc. ("Alphabet" or "Company") pays trade association dues and other membership fees to organizations that consistently cast doubt on the scientific consensus on climate change.[1] Alphabet further supports third parties actively opposing business-critical Paris-aligned climate policies.[2] Investors increasingly see misaligned public policy activities as out of step with the goals of the Paris Agreement and companies' Net Zero targets. Investors widely agree with corporate disclosure of lobbying activities. While this proposal is not calling on the Company to leave its trade associations, we submit this proposal to encourage the board to remedy climate misalignment and have clear and public criteria for doing so.[3]

Alphabet notes sponsorship and collaboration "doesn't mean that we endorse the organization's entire agenda, its events or advocacy positions, nor the views of its leaders or members. We assess the alignment of our trade association participation with the goals of the Paris Agreement…"[4]

Yet the Company does not provide information on the cadence of an evaluation, the criteria it considers, nor how it remedies any misalignments found. Alphabet notes that it speaks to industry associations about climate policy, yet it is still active in groups like the U.S. Chamber of Commerce, Business Europe, and Japan Business Federation, "all of which have consistently opposed ambitious climate action in their respective jurisdictions," per numerous sources.[5][6]

One of the five pledges of the United Nations's Race to Zero initiative, in which Alphabet participates, is "Within 12 months of joining, align external policy and engagement, including membership in associations, to the goal of halving emissions by 2030 and reaching global (net) zero by 2050."[7] While Alphabet has joined several trade and policy groups in recent years to enable stronger renewable energy policy, these activities may be negated as other influential groups that Alphabet participates in seek to obstruct climate policy progress.

Alphabet focuses on its positive climate lobbying efforts in its CDP response and notes engagements with trade associations to encourage alignment. However, Alphabet omits disclosure of the areas where climate commitments may be undermined via current public policy actions and memberships.[8] We urge the board to adopt more systematic practices and provide key information needed to assess climate transition plans.

Resolved: Alphabet shareholders request that the Board report publicly on its framework for identifying and addressing misalignment between Alphabet's lobbying and policy influence activities and positions, and its Net Zero (emissions) climate commitments (done at reasonable cost, omitting confidential/proprietary information). This report should cover activities done both directly and indirectly through trade associations, coalitions, alliances, and social welfare organizations ("Associations"), and reference the criteria used to assess alignment, the escalation strategies employed to address misalignment, and the circumstances under which escalation strategies are used (e.g., timeline, sequencing, and degree of influence over an Association).

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[1] https://kstatic.googleusercontent.com/files/ddfc97f01d89290e37bc52abdd9704bc3314ec5598bebe9676c64cd7a5ba1a719acaf069c1f9c218986e507f58bf3b50c750119c778cb4e88e99f3fb4dd904b4; https://www.aei.org/podcast/steven-koonin-on-climate-science-and-extreme-weather/; https://www.aei.org/politics-and-public-opinion/its-time-to-cancel-the-climate-crisis/; https://cei.org/issues/energy-and-environment/

[2] https://www.washingtonpost.com/politics/2023/08/02/climate-group-pushes-big-tech-exit-nations-largest-business-lobby/; https://prospect.org/power/2023-07-17-climate-denialist-think-tank-ftc/; https://lobbymap.org/company/Google-55106f7e39973bc5344cdf3b71aaed19

[3] https://climate-lobbying.com/apply-global-standard/; https://portal.s1.spglobal.com/survey/documents/Annual_Scoring_Methodology_2023.pdf; https://www.ceres.org/sites/default/files/CTAP%20Framework%20Summary.pdf; https://transitiontaskforce.net/wp-content/uploads/2023/10/TPT_Disclosure-framework-2023.pdf; https://ceres.org/sites/default/files/reports/2022-11/RPE%20Report_Nov22.pdf

[4] https://www.gstatic.com/gumdrop/sustainability/google-2023-environmental-report.pdf

[5] https://lobbymap.org/company/Google-55106f7e39973bc5344cdf3b71aaed19

[6] https://www.politico.com/newsletters/the-long-game/2023/02/16/dissecting-the-chambers-stance-on-climate-policies-00083181

[7] https://unfccc.int/climate-action/race-to-zero-campaign#Minimum-criteria-required-for-participation-in-the-Race-to-Zero-campaign

[8] https://www.gstatic.com/gumdrop/sustainability/alphabet-2023-cdp-climate-change-response.pdf

Exhibit B

2023 Proposal

Boston Trust Walden
Principled Investing.

Tuesday, December 13, 2022

Via FedEx and Email

Re: Boston Trust Walden Shareholder proposal for 2023 Annual Shareholder Meeting

Cynthia M. Patton
Corporate Secretary
[redacted]

Dear Ms. Patton:

Boston Trust Walden Company is an independent, employee-owned investment management firm with approximately $12.2 billion in firm-wide assets under management[1]. We have been integrating environmental, social, and governance (ESG) factors into investment management decisions since 1975—one of the longest track records of any institutional manager.

At Boston Trust Walden, we seek to invest client assets in enterprises with strong financial underpinnings, sustainable business models, prudent management practices, and a governance structure that supports these objectives. As part of our investment decision-making process to identify higher quality companies with sustainable business models, we evaluate environmental, social, and governance (ESG) factors. We also employ a multi-faceted approach to advance sustainable business practices at the companies in which we invest, combining ESG analysis with direct company engagement, shareholder resolutions, proxy voting, public policy advocacy, and multi-stakeholder collaborations. We believe it is this blend of ESG integration and active ownership that enables us to more effectively manage risk and, within our overall framework to identify higher quality companies, helps produce attractive, long-term investment results on behalf of our clients.

Boston Trust Walden is submitting the attached proposal (the "Proposal") to be included in the proxy statement of Alphabet, Inc. (the "Company") for its 2023 annual meeting of stockholders. The proposal addresses if and how Alphabet is working to ensure its direct and indirect lobbying activities align with the Paris Climate Agreement's goals, and what management and the board do to address misalignments.

The shareholder proposal is filed in accordance with the Securities and Exchange Commission's (SEC) Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have held greater than $2,000 in Alphabet, Inc. Class A stock continuously for more than three years and will continue to hold the requisite amount of securities as determined in accordance with 14a-8 paragraphs (b)(1)(i)(A) through (C) through the next annual meeting. We are the beneficial owner of these shares, as defined in Rule 13d-3 of the Securities Exchange Act of 1934. Verification of Boston Trust Walden Company's ownership position is attached. As required by SEC rules, a representative will attend the stockholders' meeting to move the resolution.

While other stockholders may join in co-filing this shareholder resolution, Boston Trust Walden and Zevin Asset Management will serve as the primary filers and contacts. We look forward to a meaningful dialogue with management on this matter and are available to meet with Alphabet via

[1] Includes assets managed by Boston Trust Walden Company and its wholly owned investment adviser subsidiary, Boston Trust Walden Inc. as of 09/30/2022.

Boston Trust Walden
Principled Investing.

teleconference on December 19th, 2022 between 1-3pm ET or December 21st, 2022 between 1-3pm ET. Any co-filers have authorized Boston Trust Walden and Zevin Asset Management to conduct the initial engagement meeting but may participate subject to their availability.

If you have questions or would like to suggest other times to meet, I can be contacted by email at [redacted] or via telephone on [redacted] and Marcela Pinilla can be contacted by email at [redacted] or via telephone on [redacted]

Sincerely,



Kristen Lang
Deputy Director, ESG Investing
Boston Trust Walden Company

CC:
Marcela Pinilla, Zevin Asset Management

Investment Advisor Services
425 Walnut Street
Cincinnati, OH 45202

usbank.com/globalfundservices

December 13, 2022

Cynthia M. Patton
Corporate Secretary
1600 Amphitheatre Parkway
Mountain View, CA 94043

Re: Shareholder proposal submitted by Boston Trust Walden Company

Dear Ms. Patton,

I write concerning a shareholder proposal (the "Proposal") submitted to Alphabet, Inc (the "Company") by Boston Trust Walden.

As of December 13, 2022, Boston Trust Walden Company beneficially owned, and had beneficially owned continuously for at least three years, shares of the Company's Class A common stock [redacted] worth at least $2,000 (the "Shares").

US Bank has acted as a record holder of the Shares and is a DTC participant. If you require any additional information, please do not hesitate to contact me at melissa.wolf@usbank.com

Sincerely,

Melissa Wolf

Melissa Wolf
Assistant Vice President

Zevin Asset Management

Via email: [redacted] December 15, 2023

Alphabet Inc.
Attn: Cynthia M. Patton, Corporate Secretary
[redacted]

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Corporate Secretary,

Zevin Asset Management is an investment manager that since 1997 integrates financial and environmental, social, and governance (ESG) research in making investment decisions on behalf of our clients. We are pleased to be long-term shareowners of Alphabet, Inc. stock.

We believe disclosure of corporate lobbying activities and how these align with Alphabet's own climate strategy is relevant and meaningful to investors. As such Zevin Asset Management is submitting the attached shareholder proposal, on behalf of Sisters of Saint Dominic of Grand Rapids ("Proponent"), a shareholder of Alphabet Inc.'s (GOOGL Class A shares) for inclusion in the Company's 2022 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

The proposal requests that Alphabet evaluate if and how Alphabet is working to ensure its direct and indirect lobbying activities align with the Paris Climate Agreement's goals, and what management and the board do to address misalignments.

The Proponent has continuously beneficially owned, for at least three years as of the date hereof, at least $2,000 worth of the Company's Class A shares. A letter from the Proponent authorizing Zevin Asset Management to act on its behalf, along with custodial proof of ownership will follow. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required. There may be co-filers to this proposal. Zevin Asset Management and Boston Trust Walden will serve as primary filers and contacts.

We are available December 19th, 2022 between 1-3pm ET or December 21st, 2022 between 1-3pm EST. Any co-filers have authorized Boston Trust Walden and Zevin Asset Management to conduct the initial engagement meeting but may participate subject to their availability.

If you have questions or would like to suggest other times to meet, we can be contacted by email at [redacted] or via telephone on [redacted] and [redacted] or via telephone on [redacted].

Sincerely,

Marcela I. Pinilla



Director of Sustainable Investing
Zevin Asset Management

Copy to:
Kristen Lang
Deputy Director, ESG Investing
Boston Trust Walden Company

Whereas: Regular examination of the alignment of lobbying activities (direct and indirect) with corporate public commitments and policies is an increasingly important requirement of strong corporate governance.

Resolved: Shareholders request the Alphabet Inc. Board of Directors within the next year conduct an evaluation and issue a report (at reasonable cost, omitting proprietary information) describing its framework for identifying and addressing misalignments between Alphabet's lobbying (directly and indirectly through trade associations and social welfare and nonprofit organizations) and Alphabet's commitments to mitigate climate impact and its support of the Paris Agreement, which seeks to limit average global warming to no more than 1.5 degrees Celsius by 2030. The report should include essential elements, such as the criteria used to assess alignment; the strategies used to address any misalignment; and circumstances under which these strategies are implemented.

Supporting Statement: Corporate lobbying activities inconsistent with meeting the goals of the Paris Agreement present regulatory, reputational, and legal risks to companies. Such policy engagement also presents systemic risks to economies and markets, as delays in implementation of the Paris Agreement increase the physical risks of climate change, undermine economic stability, and introduce uncertainty and volatility into our investment portfolios. We believe Paris-aligned climate lobbying helps mitigate these risks and contributes positively to the long-term value of companies.

Alphabet publicly supports the goals of the Paris Agreement, advocates for specific science-based climate policies, leads investment in carbon-free energy, and maintains a policy for Google advertisers, publishers and YouTube creators "that will prohibit ads for, and monetization of, content that contradicts well-established scientific consensus around the existence and causes of climate change."[1] Alphabet also discloses an extensive list of its memberships in trade associations and policy-focused non-profits.

Alphabet does not, however, disclose whether its lobbying practices (directly and indirectly) align with the Paris Agreement's aims or Alphabet's own carbon-free energy target, nor company actions to address instances of misalignment.

Of particular concern are industry and policy groups that represent business but too often present obstacles to global emissions reductions, and regulation or legislation addressing climate risk. A review of Alphabet's disclosed memberships[2] reveals inconsistencies with Alphabet's actions on, and commitments to, the Paris Agreement and the prevailing science. [3][4][5] For example, Alphabet discloses it is a member of the US Chamber of Commerce, which has spent nearly $1.8 billion on federal lobbying since 1998.[6] The Chamber lobbied strongly against the Inflation Reduction Act, the most ambitious climate policy in U.S. history.[7]

An alignment assessment can help to identify and address risks presented by misalignment and protect the credibility of Alphabet's leadership efforts on climate.

Thus, we urge the Board and management to conduct a comprehensive review of Alphabet's lobbying and public policy activity, assessing the degree of alignment with the Paris Agreement's objectives, and detailing clear plans for action to address any misalignment. This proposal was introduced with Alphabet last year and earned 55.6% of the outside vote.

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[1] https://support.google.com/google-ads/answer/11221321?hl=en

[2] https://kstatic.googleusercontent.com/files/565eb487f8cf9f96af89a4147ee79eb4cf3989d3c3953197b1e36e65e132b57ffaebccfb03ed62c57b8ffc5cd83654686f6b5160a97d3b561bc65ce5206012e9

[3] https://cei.org/sites/default/files/20170508%20CEI%20Paris%20Treaty%20with%20logos%20-%2044%20Final.pdf

[4] https://www.aei.org/politics-and-public-opinion/its-time-to-cancel-the-climate-crisis/

[5] https://www.heritage.org/renewable-energy

[6] https://www.opensecrets.org/

[7] https://ceres.org/sites/default/files/reports/2022-11/RPE%20Report_Nov22.pdf

Exhibit C

2022 Proposal

Dominican Sisters of Springfield Illinois
1237 W. Monroe
Springfield, IL 62704
(217) 787-0481 Fax (217) 787-8169

December 20, 2021

Alphabet Inc.
Attn: Corporate Secretary
Via email: [redacted]

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Corporate Secretary,

The Dominican Sisters of Springfield, IL is submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule l4a-8 to be included in the proxy statement of Alphabet Inc. (the "Company") for its 2022 annual meeting of shareholders. The Dominican Sisters of Springfield, IL is co-filing the Proposal with the lead filer, Zevin Asset Management. We authorize Zevin Asset Management to engage with the Company on our behalf.

Companies have a crucial role to play in empowering policymakers to close the critical gaps that remain between national governments and the actions necessary to prevent the worst effects of climate change. Investors need clear information on how companies are taking action. Alphabet does not disclose sufficient information as to how it ensures lobbying practices (directly and indirectly via these groups) align with the Paris Agreement's aims.

The Dominican Sisters of Springfield, IL are therefore submitting the enclosed shareholder proposal, Paris-Aligned Climate Lobbying, as a co-filer, pursuant to the Securities and Exchange Commission's Rule l4a-8 to be included in the proxy statement of the Company for its 2022 annual meeting of shareholders.

Dominican Sisters of Springfield, IL has continuously beneficially owned the Company for at least three years as of the date hereof, at least $2,000 worth of the Company's common stock.

Verification of this ownership is enclosed. Dominican Sisters of Springfield, IL intends to continue to hold such shares through the date of the Company's 2022 annual meeting of shareholders.

If you have any questions or need additional information, I can be contacted by email at [redacted]. Thank you.

Sincerely,

Sr. Marcelline Koch, OP

Sr. Marcelline Koch, OP

RESOLVED: Shareholders request the Alphabet Inc. Board of Directors within the next year conduct an evaluation and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, its lobbying activities (directly and indirectly through trade associations and social welfare and nonprofit organizations) align with the Paris Agreement's ultimate goal to limit average global warming to 1.5° C. The report should also address Alphabet's plans to mitigate the risks presented by any misalignment.

SUPPORTING STATEMENT

Recent UN reports highlight the critical gaps that remain between national governments and the actions necessary to prevent the worst effects of climate change.[1] Companies have a crucial role to play in empowering policymakers to close these gaps, and investors need clear information on how companies are taking action to do so.

Investors and stakeholders are increasingly scrutinizing potential misalignment between companies' climate commitments and policy advocacy.[2] Corporate lobbying activities inconsistent with meeting the goals of the Paris Agreement present regulatory, reputational and legal risks. Such policy engagement also presents systemic risks to economies and markets, as delayed implementation of the Paris Agreement increases the physical risks of climate change, undermines economic stability and introduces into investment portfolios uncertainty and volatility.

Alphabet publicly supports the goals of the Paris Agreement, advocates for specific science-based climate policies, leads investment in carbon-free energy, and recently announced a new policy for Google advertisers, publishers and YouTube creators "that will prohibit ads for, and monetization of, content that contradicts well-established scientific consensus around the existence and causes of climate change."[3] Alphabet also discloses a list of its memberships in trade associations and policy-focused non-profits. Alphabet does not, however, disclose sufficient information as to how it ensures lobbying practices (directly and indirectly via these groups) align with the Paris Agreement's aims.

Of particular concern are industry and policy groups that represent business but too often present obstacles or obfuscations that impede global emissions reductions. A review of Alphabet's disclosed memberships[4] reveals concerning inconsistencies with Alphabet's actions on, and commitments to, the Paris Agreement and the prevailing science.[5][6][7][8] An alignment assessment can help to identify and address risks presented by misalignment and protect the credibility of Alphabet's leadership efforts on climate. We believe Paris-aligned lobbying helps mitigate these risks and contributes positively to the long-term value of companies.

Unabated climate change characterized by "business as usual" scenarios of 3-4°C or greater will have unacceptable and far-reaching economic, environmental, and societal implications. As investors, we view fulfillment of the Paris Agreement's stated goals as an economic imperative.

Thus, we urge the Board and management to conduct a comprehensive review of Alphabet's lobbying and public policy activity, assessing the degree of alignment with the Paris Agreement's objectives, and detailing clear plans for action to address any misalignment.

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[1] https://www.unep.org/resources/emissions-gap-report-2021

[2] https://www.politico.com/news/2021/04/20/investors-corporate-climate-lobbying-activity-483429

[3] https://support.google.com/google-ads/answer/11221321?hl=en

[4] https://kstatic.googleusercontent.com/files/565eb487f8cf9f96af89a4147ee79eb4cf3989d3c3953197b1e36e65e132b57ffaebccfb03ed62c57b8ffc5cd83654686f6b5160a97d3b561bc65ce5206012e9

[5] https://cei.org/sites/default/files/20170508%20CEI%20Paris%20Treaty%20with%20logos%20-%2044%20Final.pdf

[6] https://www.aei.org/politics-and-public-opinion/its-time-to-cancel-the-climate-crisis/ (Nov. 12, 2021)

[7] https://www.cato.org/public-comments/public-comments-request-public-input-climate-change-disclosures#; https://www.cato.org/briefing-paper/what-should-policymakers-do-about-climate-change#externalities-limits-private-approaches-dealing-carbon-emissions

[8] https://www.heritage.org/renewable-energy



Zevin Asset Management

Via email: corporatesecretary@abc.xyz

December 8, 2021

Alphabet Inc.
Attn: Corporate Secretary
[redacted]

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Corporate Secretary:

Zevin Asset Management is a socially responsible investment manager that integrates financial and environmental, social, and governance (ESG) research in making investment decisions on behalf of our clients. We are submitting the attached proposal requesting that Alphabet Inc.'s Board of Directors within the next year conduct an evaluation and issue a report (at reasonable cost, omitting proprietary information) describing if, and how, its lobbying activities (directly and indirectly through trade associations and social welfare and nonprofit organizations) align with the Paris Agreement's ultimate goal to limit average global warming to 1.5° C. The report should also address Alphabet's plans to mitigate the risks presented by any misalignment.

Zevin Asset Management is submitting the attached shareholder proposal, on behalf of Sisters of Saint Dominic of Grand Rapids ("Proponent"), a shareholder of Alphabet Inc.'s (GOOGL Class A shares) for inclusion in the Company's 2022 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

Per Rule 14a-8, Proponent holds more than $2,000 of the Company's common stock, acquired more than three years prior to today's date and held continuously for that time. Proponent intends to hold such shares continuously through the date of the 2022 annual meeting. Verification of Proponent's ownership will be sent separately.

Please consider us lead filers of this shareholder proposal. There will be co-filers to this proposal including Boston Trust Walden and Dana Investment Advisors. We are available to meet with the Company on Monday 12/20 and Tuesday 12/21 between 9 and 11 am ET, within the company's business hours according to their time zone. We are also glad to look for other mutually agreeable times for a call. Please let us know within 10 days if the Company would like to meet at one of these times. After 10 days we may no longer be able to hold these dates and times.

A letter from the Proponent authorizing Zevin Asset Management to act as representative on its behalf is forthcoming. A representative of the Proponent will attend the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

I can be contacted at 617-301-0029 or by email at [redacted] and request a confirmation of receipt of this letter via email. Proponent can be contacted at [redacted] Please address any future correspondence regarding the proposal to me at [redacted]

Sincerely,

Marcela I. Pinilla
Director of Sustainable Investing
Zevin Asset Management

190 S. LaSalle Street
9th Floor
Chicago, IL 60603

usbank.com

U.S. Bank Institutional Trust & Custody

December 20th, 2021

TO WHOM IT MAY CONCERN,

Please accept this letter as verification that U.S. Bank Institutional Trust & Custody held for the beneficial interest of Dominican Sisters of Springfield, IL, 2 shares of Alphabet, [redacted]. The shares were held for a continuous three-year period preceding and including December 20th, 2021

Furthermore as of December 20th, Dominican Sisters of Springfield, IL has held at least $2,000 worth of Alphabet continuously for over three years. Dominican Sisters of Springfield, IL intends to continue to hold these shares through the date of the company's next annual meeting.

This letter is to confirm that the aforementioned shares of stock are registered with U.S. Bank, [redacted] at the Depository Trust Company.

Regards,

Wendy Oldeen
Relationship Manager/Vice President

Exhibit D

Current Report on Form 8-K filed by Alphabet, Inc. on June 8, 2023

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
June 2, 2023

ALPHABET INC.
(Exact name of registrant as specified in its charter)

Delaware	001-37580	61-1767919
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1600 Amphitheatre Parkway
Mountain View, CA 94043
(Address of principal executive offices, including zip code)

(650) 253-0000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.001 par value	GOOGL	Nasdaq Stock Market LLC (Nasdaq Global Select Market)
Class C Capital Stock, $0.001 par value	GOOG	Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amended and Restated Alphabet Inc. 2021 Stock Plan

At the Annual Meeting of Stockholders of Alphabet Inc. ("Alphabet") held on June 2, 2023 (the "2023 Annual Meeting"), Alphabet's stockholders approved the amendment and restatement of the Alphabet Inc. Amended and Restated 2021 Stock Plan (the "2021 Stock Plan") to increase the share reserve by 170,000,000 shares of Class C capital stock.

A description of the 2021 Stock Plan and related matters was set forth in Alphabet's definitive proxy statement on Form 14A filed with the U.S. Securities and Exchange Commission on April 21, 2023 (the "2023 Proxy Statement") and is qualified in its entirety by reference to the full text of the 2021 Stock Plan, a copy of which is being filed as Exhibit 10.01 to this Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2023 Annual Meeting, Alphabet's stockholders voted on nineteen proposals as set forth below, eighteen of which are described in detail in the 2023 Proxy Statement. Holders of the shares of Class A common stock were entitled to one vote per share held as of the close of business on April 4, 2023 (the "Record Date") and holders of the shares of Class B common stock were entitled to ten votes per share held as of the Record Date. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the 2023 Annual Meeting. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

1. The individuals listed below were elected at the 2023 Annual Meeting to serve as directors of Alphabet until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified:

Director Nominee	For	Against	Abstentions	Broker Non-Votes
Larry Page	12,631,049,270	185,039,557	15,696,609	592,425,793
Sergey Brin	12,630,696,538	185,190,472	15,898,426	592,425,793
Sundar Pichai	12,662,132,801	153,686,958	15,965,677	592,425,793
John L. Hennessy	10,791,696,524	2,019,742,113	20,346,799	592,425,793
Frances H. Arnold	11,469,984,369	1,339,242,213	22,558,854	592,425,793
R. Martin "Marty" Chávez	12,773,751,152	40,995,922	17,038,362	592,425,793
L. John Doerr	11,993,651,485	821,490,656	16,643,295	592,425,793
Roger W. Ferguson Jr.	12,718,137,871	96,671,443	16,976,122	592,425,793
Ann Mather	11,634,021,024	1,179,935,996	17,828,416	592,425,793
K. Ram Shriram	12,240,632,825	571,800,525	19,352,086	592,425,793
Robin L. Washington	12,007,738,992	807,306,070	16,740,374	592,425,793

2. The ratification of the appointment of Ernst & Young LLP as Alphabet's independent registered public accounting firm for the fiscal year ending December 31, 2023. There were no broker non-votes on this matter. This proposal was approved as set forth below:

For	Against	Abstentions
13,104,253,756	300,350,797	19,606,676

3. The approval of the amendment and restatement of the 2021 Stock Plan to increase the share reserve by 170,000,000 shares of Class C capital stock. This proposal was approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
10,842,958,851	1,966,819,224	22,007,361	592,425,793

4. The approval, on an advisory basis, of the compensation awarded to Alphabet's named executive officers, as disclosed in the 2023 Proxy Statement. This proposal was approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
9,690,996,228	3,117,019,312	23,769,896	592,425,793

5. An advisory vote on the frequency of advisory votes to approve compensation awarded to named executive officers. A frequency of 3 years received the highest number of votes as set forth below (and Alphabet will hold advisory votes on executive compensation once every 3 years):

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
3,937,776,422	5,555,451	8,871,432,162	17,021,401	592,425,793

6. A stockholder proposal regarding a lobbying report. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
2,275,998,621	10,473,643,536	82,143,279	592,425,793

7. A stockholder proposal regarding a congruency report. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
55,512,414	12,723,842,969	52,430,053	592,425,793

8. A stockholder proposal regarding a climate lobbying report. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
1,813,942,162	10,968,228,804	49,614,470	592,425,793

9. A stockholder proposal regarding a report on reproductive rights and data privacy. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
894,679,585	11,847,277,597	89,828,254	592,425,793

10. A stockholder proposal regarding a human rights assessment of data center siting. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
1,670,256,263	11,071,345,807	90,183,366	592,425,793

11. A stockholder proposal regarding a human rights assessment of targeted ad policies and practices. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
2,281,438,520	10,380,637,459	169,709,457	592,425,793

12. A stockholder proposal regarding algorithm disclosures. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
2,177,846,989	10,618,493,044	35,445,403	592,425,793

13. A stockholder proposal regarding a report on alignment of YouTube policies with legislation. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
2,301,401,235	10,495,777,571	34,606,630	592,425,793

14. A stockholder proposal regarding a content governance report. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
80,179,398	12,694,759,214	56,846,824	592,425,793

15. A stockholder proposal regarding a performance review of the Audit and Compliance Committee. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
1,070,146,850	11,723,039,308	38,599,278	592,425,793

16. A stockholder proposal regarding bylaws amendment. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
634,267,797	12,168,425,191	29,092,448	592,425,793

17. A stockholder proposal regarding “executives to retain significant stock.” This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
1,246,419,473	11,550,780,219	34,585,744	592,425,793

18. A stockholder proposal regarding equal shareholder voting. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
3,942,644,250	8,867,098,685	22,042,501	592,425,793

19. A stockholder proposal presented at the 2023 Annual Meeting but not included in the 2023 Proxy Statement regarding vesting of performance stock units. This proposal was not approved as set forth below:

For	Against	Abstentions	Broker Non-Votes
8,959	12,831,776,477	0	592,425,793

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.01	Alphabet Inc. Amended and Restated 2021 Stock Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALPHABET INC.

June 8, 2023

/s/ Kathryn W. Hall

Kathryn W. Hall

Assistant Secretary