

2004 Founders' IPO Letter

From the S-1 Registration Statement

“An Owner’s Manual” for Google’s Shareholders¹

Introduction

Google is not a conventional company. We do not intend to become one. Throughout Google’s evolution as a privately held company, we have managed Google differently. We have also emphasized an atmosphere of creativity and challenge, which has helped us provide unbiased, accurate and free access to information for those who rely on us around the world.

Now the time has come for the company to move to public ownership. This change will bring important benefits for our employees, for our present and future shareholders, for our customers, and most of all for Google users. But the standard structure of public ownership may jeopardize the independence and focused objectivity that have been most important in Google’s past success and that we consider most fundamental for its future. Therefore, we have implemented a corporate structure that is designed to protect Google’s ability to innovate and retain its most distinctive characteristics. We are confident that, in the long run, this will benefit Google and its shareholders, old and new. We want to clearly explain our plans and the reasoning and values behind them. We are delighted you are considering an investment in Google and are reading this letter.

Sergey and I intend to write you a letter like this one every year in our annual report. We’ll take turns writing the letter so you’ll hear directly from each of us. We ask that you read this letter in conjunction with the rest of this prospectus.

Serving end users

Sergey and I founded Google because we believed we could provide an important service to the world—instantly delivering relevant information on virtually any topic. Serving our end users is at the heart of what we do and remains our number one priority.

Our goal is to develop services that significantly improve the lives of as many people as possible. In pursuing this goal, we may do things that we believe have a

positive impact on the world, even if the near term financial returns are not obvious. For example, we make our services as widely available as we can by supporting over 90 languages and by providing most services for free. Advertising is our principal source of revenue, and the ads we provide are relevant and useful rather than intrusive and annoying. We strive to provide users with great commercial information.

We are proud of the products we have built, and we hope that those we create in the future will have an even greater positive impact on the world.

Long term focus

As a private company, we have concentrated on the long term, and this has served us well. As a public company, we will do the same. In our opinion, outside pressures too often tempt companies to sacrifice long term opportunities to meet quarterly market expectations. Sometimes this pressure has caused companies to manipulate financial results in order to “make their quarter.” In Warren Buffett’s words, “We won’t ‘smooth’ quarterly or annual results: If earnings figures are lumpy when they reach headquarters, they will be lumpy when they reach you.”

If opportunities arise that might cause us to sacrifice short term results but are in the best long term interest of our shareholders, we will take those opportunities. We will have the fortitude to do this. We would request that our shareholders take the long term view.

You might ask how long is long term? Usually we expect projects to have some realized benefit or progress within a year or two. But, we are trying to look forward as far as we can. Despite the quickly changing business and technology landscape, we try to look at three to five year scenarios in order to decide what to do now. We try to optimize total benefit over these multi-year scenarios. While we are strong advocates of this strategy, it is difficult to make good multi-year predictions in technology.

Many companies are under pressure to keep their earnings in line with analysts’ forecasts. Therefore, they often accept smaller, predictable earnings rather than larger and less predictable returns. Sergey and I feel this is harmful, and we intend to steer in the opposite direction.

Google has had adequate cash to fund our business and has generated additional cash through operations. This gives us the flexibility to weather costs, benefit from opportunities and optimize our long term earnings. For example, in our ads system we make many improvements that affect revenue in both directions. These are in areas like end user relevance and satisfaction, advertiser satisfaction, partner needs and targeting technology. We release improvements immediately rather than delaying them, even though delay might give “smoother”

financial results. You have our commitment to execute quickly to achieve long term value rather than making the quarters more predictable.

Our long term focus does have risks. Markets may have trouble evaluating long term value, thus potentially reducing the value of our company. Our long term focus may simply be the wrong business strategy. Competitors may be rewarded for short term tactics and grow stronger as a result. As potential investors, you should consider the risks around our long term focus.

We will make business decisions with the long term welfare of our company and shareholders in mind and not based on accounting considerations.

Although we may discuss long term trends in our business, we do not plan to give earnings guidance in the traditional sense. We are not able to predict our business within a narrow range for each quarter. We recognize that our duty is to advance our shareholders' interests, and we believe that artificially creating short term target numbers serves our shareholders poorly. We would prefer not to be asked to make such predictions, and if asked we will respectfully decline. A management team distracted by a series of short term targets is as pointless as a dieter stepping on a scale every half hour.

Risk vs reward in the long run

Our business environment changes rapidly and needs long term investment. We will not hesitate to place major bets on promising new opportunities.

We will not shy away from high-risk, high-reward projects because of short term earnings pressure. Some of our past bets have gone extraordinarily well, and others have not. Because we recognize the pursuit of such projects as the key to our long term success, we will continue to seek them out. For example, we would fund projects that have a 10% chance of earning a billion dollars over the long term. Do not be surprised if we place smaller bets in areas that seem very speculative or even strange when compared to our current businesses. Although we cannot quantify the specific level of risk we will undertake, as the ratio of reward to risk increases, we will accept projects further outside our current businesses, especially when the initial investment is small relative to the level of investment in our current businesses.

We encourage our employees, in addition to their regular projects, to spend 20% of their time working on what they think will most benefit Google. This empowers them to be more creative and innovative. Many of our significant advances have happened in this manner. For example, AdSense for content and Google News were both prototyped in "20% time." Most risky projects fizzle, often teaching us something. Others succeed and become attractive businesses.

As we seek to maximize value in the long term, we may have quarter-to-quarter volatility as we realize losses on some new projects and gains on others. We would love to better quantify our level of risk and reward for you going forward, but that is very difficult. Even though we are excited about risky projects, we expect to devote the vast majority of our resources to improvements to our main businesses (currently search and advertising). Most employees naturally gravitate toward incremental improvements in core areas so this tends to happen naturally.

Executive roles

We run Google as a triumvirate. Sergey and I have worked closely together for the last eight years, five at Google. Eric, our CEO, joined Google three years ago. The three of us run the company collaboratively with Sergey and me as Presidents. The structure is unconventional, but we have worked successfully in this way.

To facilitate timely decisions, Eric, Sergey and I meet daily to update each other on the business and to focus our collaborative thinking on the most important and immediate issues. Decisions are often made by one of us, with the others being briefed later. This works because we have tremendous trust and respect for each other and we generally think alike. Because of our intense long term working relationship, we can often predict differences of opinion among the three of us. We know that when we disagree, the correct decision is far from obvious. For important decisions, we discuss the issue with a larger team appropriate to the task. Differences are resolved through discussion and analysis and by reaching consensus. Eric, Sergey and I run the company without any significant internal conflict, but with healthy debate. As different topics come up, we often delegate decision-making responsibility to one of us.

We hired Eric as a more experienced complement to Sergey and me to help us run the business. Eric was CTO of Sun Microsystems. He was also CEO of Novell and has a Ph.D. in computer science, a very unusual and important combination for Google given our scientific and technical culture. This partnership among the three of us has worked very well and we expect it to continue. The shared judgments and extra energy available from all three of us has significantly benefited Google.

Eric has the legal responsibilities of the CEO and focuses on management of our vice presidents and the sales organization. Sergey focuses on engineering and business deals. I focus on engineering and product management. All three of us devote considerable time to overall management of the company and other fluctuating needs. We also have a distinguished board of directors to oversee the management of Google. We have a talented executive staff that manages day-to-day operations in areas such as finance, sales, engineering, human resources, public relations, legal and product management. We are extremely fortunate to

have talented management that has grown the company to where it is today-they operate the company and deserve the credit.

Corporate structure

We are creating a corporate structure that is designed for stability over long time horizons. By investing in Google, you are placing an unusual long term bet on the team, especially Sergey and me, and on our innovative approach.

We want Google to become an important and significant institution. That takes time, stability and independence. We bridge the media and technology industries, both of which have experienced considerable consolidation and attempted hostile takeovers.

In the transition to public ownership, we have set up a corporate structure that will make it harder for outside parties to take over or influence Google. This structure will also make it easier for our management team to follow the long term, innovative approach emphasized earlier. This structure, called a dual class voting structure, is described elsewhere in this prospectus. The Class A common stock we are offering has one vote per share, while the Class B common stock held by many current shareholders has 10 votes per share.

The main effect of this structure is likely to leave our team, especially Sergey and me, with increasingly significant control over the company's decisions and fate, as Google shares change hands. After the IPO, Sergey, Eric and I will control 37.6% of the voting power of Google, and the executive management team and directors as a group will control 61.4% of the voting power. New investors will fully share in Google's long term economic future but will have little ability to influence its strategic decisions through their voting rights.

While this structure is unusual for technology companies, similar structures are common in the media business and has had a profound importance there. The New York Times Company, The Washington Post Company and Dow Jones, the publisher of The Wall Street Journal, all have similar dual class ownership structures. Media observers have pointed out that dual class ownership has allowed these companies to concentrate on their core, long term interest in serious news coverage, despite fluctuations in quarterly results. Berkshire Hathaway has implemented a dual class structure for similar reasons. From the point of view of long term success in advancing a company's core values, we believe this structure has clearly been an advantage.

Some academic studies have shown that from a purely economic point of view, dual class structures have not harmed the share price of companies. Other studies have concluded that dual class structures have negatively affected share prices, and we cannot assure you that this will not be the case with Google. The

shares of each of our classes have identical economic rights and differ only as to voting rights.

Google has prospered as a private company. We believe a dual class voting structure will enable Google, as a public company, to retain many of the positive aspects of being private. We understand some investors do not favor dual class structures. Some may believe that our dual class structure will give us the ability to take actions that benefit us, but not Google's shareholders as a whole. We have considered this point of view carefully, and we and the board have not made our decision lightly. We are convinced that everyone associated with Google-including new investors-will benefit from this structure. However, you should be aware that Google and its shareholders may not realize these intended benefits.

In addition, we have recently expanded our board of directors to include three additional members. John Hennessy is the President of Stanford and has a Doctoral degree in computer science. Art Levinson is CEO of Genentech and has a Ph.D. in biochemistry. Paul Otellini is President and COO of Intel. We could not be more excited about the caliber and experience of these directors.

We believe we have a world class management team impassioned by Google's mission and responsible for Google's success. We believe the stability afforded by the dual class structure will enable us to retain our unique culture and continue to attract and retain talented people who are Google's life blood. Our colleagues will be able to trust that they themselves and their labors of hard work, love and creativity will be well cared for by a company focused on stability and the long term.

As an investor, you are placing a potentially risky long term bet on the team, especially Sergey and me. The two of us, Eric and the rest of the management team recognize that our individual and collective interests are deeply aligned with those of the new investors who choose to support Google. Sergey and I are committed to Google for the long term. The broader Google team has also demonstrated an extraordinary commitment to our long term success. With continued hard work and good fortune, this commitment will last and flourish.

When Sergey and I founded Google, we hoped, but did not expect, it would reach its current size and influence. Our intense and enduring interest was to objectively help people find information efficiently. We also believed that searching and organizing all the world's information was an unusually important task that should be carried out by a company that is trustworthy and interested in the public good. We believe a well functioning society should have abundant, free and unbiased access to high quality information. Google therefore has a responsibility to the world. The dual class structure helps ensure that this

responsibility is met. We believe that fulfilling this responsibility will deliver increased value to our shareholders.

IPO pricing and allocation

It is important to us to have a fair process for our IPO that is inclusive of both small and large investors. It is also crucial that we achieve a good outcome for Google and its current shareholders. This has led us to pursue an auction-based IPO for our entire offering. Our goal is to have a share price that reflects an efficient market valuation of Google that moves rationally based on changes in our business and the stock market. (The auction process is discussed in more detail elsewhere in this prospectus.)

Many companies going public have suffered from unreasonable speculation, small initial share float, and stock price volatility that hurt them and their investors in the long run. We believe that our auction-based IPO will minimize these problems, though there is no guarantee that it will.

An auction is an unusual process for an IPO in the United States. Our experience with auction-based advertising systems has been helpful in the auction design process for the IPO. As in the stock market, if people bid for more shares than are available and bid at high prices, the IPO price will be higher. Of course, the IPO price will be lower if there are not enough bidders or if people bid lower prices. This is a simplification, but it captures the basic issues. Our goal is to have the price of our shares at the IPO and in the aftermarket reflect an efficient market price—in other words, a price set by rational and informed buyers and sellers. We seek to achieve a relatively stable price in the days following the IPO and that buyers and sellers receive an efficient market price at the IPO. We will try to achieve this outcome, but of course may not be successful. Our goal of achieving a relatively stable market price may result in Google determining with our underwriters to set the initial public offering price below the auction clearing price.

We are working to create a sufficient supply of shares to meet investor demand at IPO time and after. We are encouraging current shareholders to consider selling some of their shares as part of the offering. These shares will supplement the shares the company sells to provide more supply for investors and hopefully provide a more stable price. Sergey and I, among others, are currently planning to sell a fraction of our shares in the IPO. The more shares current shareholders sell, the more likely it is that they believe the price is not unfairly low. The supply of shares available will likely have an effect on the clearing price of the auction. Since the number of shares being sold is likely to be larger at a high price and smaller at a lower price, investors will likely want to consider the scope of current shareholder participation in the IPO. We may communicate from time to time that we are sellers rather than buyers at certain prices.

While we have designed our IPO to be inclusive for both small and large investors, for a variety of reasons described in “Auction Process” not all interested investors will be able to receive an allocation of shares in our IPO.

We would like you to invest for the long term, and you should not expect to sell Google shares for a profit shortly after Google’s IPO. We encourage investors not to invest in Google at IPO or for some time after, if they believe the price is not sustainable over the long term. Even in the long term, the trading price of Google’s stock may decline.

We intend to take steps to help ensure shareholders are well informed. We encourage you to read this prospectus, especially the Risk Factors section. We think that short term speculation without paying attention to price is likely to lose you money, especially with our auction structure. In particular, we caution you that investing in Google through our auction could be followed by a significant decline in the value of your investment after the IPO.

Googlers

Our employees, who have named themselves Googlers, are everything. Google is organized around the ability to attract and leverage the talent of exceptional technologists and business people. We have been lucky to recruit many creative, principled and hard working stars. We hope to recruit many more in the future. We will reward and treat them well.

We provide many unusual benefits for our employees, including meals free of charge, doctors and washing machines. We are careful to consider the long term advantages to the company of these benefits. Expect us to add benefits rather than pare them down over time. We believe it is easy to be penny wise and pound foolish with respect to benefits that can save employees considerable time and improve their health and productivity.

The significant employee ownership of Google has made us what we are today. Because of our employee talent, Google is doing exciting work in nearly every area of computer science. We are in a very competitive industry where the quality of our product is paramount. Talented people are attracted to Google because we empower them to change the world; Google has large computational resources and distribution that enables individuals to make a difference. Our main benefit is a workplace with important projects, where employees can contribute and grow. We are focused on providing an environment where talented, hard working people are rewarded for their contributions to Google and for making the world a better place.

Don’t be evil

Don't be evil. We believe strongly that in the long term, we will be better served-as shareholders and in all other ways-by a company that does good things for the world even if we forgo some short term gains. This is an important aspect of our culture and is broadly shared within the company.

Google users trust our systems to help them with important decisions: medical, financial and many others. Our search results are the best we know how to produce. They are unbiased and objective, and we do not accept payment for them or for inclusion or more frequent updating. We also display advertising, which we work hard to make relevant, and we label it clearly. This is similar to a well-run newspaper, where the advertisements are clear and the articles are not influenced by the advertisers' payments. We believe it is important for everyone to have access to the best information and research, not only to the information people pay for you to see.

Making the world a better place

We aspire to make Google an institution that makes the world a better place. In pursuing this goal, we will always be mindful of our responsibilities to our shareholders, employees, customers and business partners. With our products, Google connects people and information all around the world for free. We are adding other powerful services such as Gmail, which provides an efficient one gigabyte Gmail account for free. We know that some people have raised privacy concerns, primarily over Gmail's targeted ads, which could lead to negative perceptions about Google. However, we believe Gmail protects a user's privacy. By releasing services, such as Gmail, for free, we hope to help bridge the digital divide. AdWords connects users and advertisers efficiently, helping both. AdSense helps fund a huge variety of online web sites and enables authors who could not otherwise publish. Last year we created Google Grants-a growing program in which hundreds of non-profits addressing issues, including the environment, poverty and human rights, receive free advertising. And now, we are in the process of establishing the Google Foundation. We intend to contribute significant resources to the foundation, including employee time and approximately 1% of Google's equity and profits in some form. We hope someday this institution may eclipse Google itself in terms of overall world impact by ambitiously applying innovation and significant resources to the largest of the world's problems.

Summary and conclusion

Google is not a conventional company. Eric, Sergey and I intend to operate Google differently, applying the values it has developed as a private company to its future as a public company. Our mission and business description are available in the rest of this prospectus; we encourage you to carefully read this information. We will optimize for the long term rather than trying to produce smooth earnings for each quarter. We will support selected high-risk, high-

reward projects and manage our portfolio of projects. We will run the company collaboratively with Eric, our CEO, as a team of three. We are conscious of our duty as fiduciaries for our shareholders, and we will fulfill those responsibilities. We will continue to strive to attract creative, committed new employees, and we will welcome support from new shareholders. We will live up to our “don’t be evil” principle by keeping user trust and not accepting payment for search results. We have a dual class structure that is biased toward stability and independence and that requires investors to bet on the team, especially Sergey and me.

In this letter we have talked about our IPO auction method and our desire for stability and access for all investors. We have discussed our goal to have investors who invest for the long term. Finally, we have discussed our desire to create an ideal working environment that will ultimately drive the success of Google by retaining and attracting talented Googlers.

We have tried hard to anticipate your questions. It will be difficult for us to respond to them given legal constraints during our offering process. We look forward to a long and hopefully prosperous relationship with you, our new investors. We wrote this letter to help you understand our company.

We have a strong commitment to our users worldwide, their communities, the web sites in our network, our advertisers, our investors, and of course our employees. Sergey and I, and the team will do our best to make Google a long term success and the world a better place.

A handwritten signature in cursive script that reads "Larry Page".

Larry Page

A handwritten signature in cursive script that reads "Sergey Brin".

Sergey Brin

¹ Much of this was inspired by Warren Buffett’s essays in his annual reports and his “An Owner’s Manual” to Berkshire Hathaway shareholders.

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