

Directors's duties under Section 172(1) of the Companies Act

The directors who served during the year have acted in good faith and intended to promote the long-term success of the Company. The directors have considered the interest of the Company's stakeholders, the consequences of any long-term decision made and the maintaining of business relationships with suppliers, customers and others whilst undertaking their activities during the year. In doing this, the directors have had regard to the matters set out in s.172(1)(a)-(f) of the Companies Act. The following paragraphs describe how the directors fulfil their duties:

Risk management and long term decision making

The Company utilises compliance and governance mechanisms to minimise risk. The Company's policies and processes effectively identify, evaluate, manage, and mitigate the risks its facing, and it continues to iterate and evolve its approach to risk management. For more details on risks see page 4 of the Strategic Report.

Our people

Please refer to the Directors' report section "Employee engagement" for further details on employee engagement.

Business relationships

As is normal for companies of this size, authority for operational decision making is delegated to management on a day-to-day basis. Over the course of the year, management shares relevant information on business relationships and compliance matters with the Company's directors and, as appropriate, the Alphabet board.

Stakeholders

Given the number of stakeholders and the size of the wider Alphabet Group (the "Group"), stakeholder engagement takes place at both an operational and Group level. The decisions made by the Company during the year ended 30 June 2020 have been made in accordance with the Company and Group's vision, key stakeholder engagement and with our business strategy at the core of what we do.

Reputation, community and environment

Globally, the Company supports Group initiatives to significantly improve the lives of as many people as possible. These initiatives can be explored in more detail at about.google/commitments.

The Company, Google, and the Group support the local community through various initiatives:

- In 2020, we pledged to help one million businesses by the end of 2021 through a number of initiatives. In partnership with Digital Boost, we will connect small businesses and charities with Google Digital Garage coaches and Google employees, who are offering 10,000 hours of free 1:1 support and mentoring. We are supporting small businesses to update their online profiles to help them be found by customers and sharing advertising credits with UK businesses, government agencies and NGOs; and have pledged to train 100,000 people by the end of 2021 through free digital skills training.
- Training over 13,000 journalists across the UK through the Google News Initiative training courses. The training teaches journalists to find new ways to report in the digital age, as well as teaching them how to optimise their content for digital audiences, open new digital revenue streams, and ensure that their news organisations are safe and secure. Supported the National Council for the Training of Journalists (NCTJ) to digitize their curriculum to provide free resources and online access to qualifications to new and mid-career journalists across the UK. Enabled over 50 bursaries through the NCTJ Journalism Diversity Fund to broaden access to formal qualifications for new journalists.

Detail and further local initiatives, including the impact of the Group, Google, and the Company's activities in the UK, can be found at: about.google/google-in-uk/.

The Company reports the environmental impact of its business in the United Kingdom through its streamlined energy and carbon reporting ("SECR"). This report is available in full in the Directors' Report.

The Group is committed to driving sustainable practices across its business. In 2007, Google was the first major company to reach carbon neutrality - offsetting as much carbon as its operations generated. Since 2017, it has matched its global electricity consumption with 100% renewable energy, which has made it the world's largest corporate buyer of renewable energy. Google is now striving to be the first major company to achieve 24/7 carbon-free energy by 2030, as well as enabling 5 GW of new carbon-free energy in some of its key manufacturing regions by 2030.

The Group is also committed to building technology that helps people do more for the planet - through unifying its practices, partnerships, and products to foster sustainability at scale. By organising information about our planet, and making it actionable through technology, Google helps people make a more positive impact together. To find out more about Google's sustainability programme see <https://sustainability.google/>.

Statement of corporate governance arrangements

The Company provides marketing and research and development services to other undertakings in the Group. Alphabet Inc. is the ultimate holding company of all subsidiaries and businesses within the Group.

Guiding principles and code of conduct

The Group's conduct is guided by the principle, "do the right thing". This means, among other things, following the law, acting honourably, and treating co-workers with courtesy and respect. Further specifics are set out in the Code of Conduct (<https://abc.xyz/investor/other/code-of-conduct/>) which is adopted by the whole Group. All Group employees, board members, temps, vendors and contractors, and those doing business on behalf of the Group are expected to comply with the Code, and are responsible for understanding, promoting, and implementing the Group's guiding principles (<https://www.google.com/about/philosophy.html>).

The Company's Board (the "Board") considers that the Code of Conduct, guiding principles, and the corporate governance arrangements described below cover the key areas of the Company's corporate governance framework. Because of this, the Board has decided not to formally adopt a recognised code of corporate governance but, instead, adopts the following bespoke approach.

The Board

The Board consists of a Financial Controller who provides regional oversight and financial expertise, and a Legal Director who brings legal, corporate governance and risk expertise to the Board. Prior to appointment all Company directors undergo a formal induction programme. The Company's Board is supported by highly skilled leaders and employees within the Company and the wider Group. The size and structure of the Board is considered appropriate to meet the Company's strategic needs and challenges.

The Company and the Group are committed to creating a diverse and inclusive workforce at all levels that is representative of the users it serves. Hiring remains the cornerstone of the Group's efforts to create a diverse workforce. Further details on diversity is available in Google's diversity annual report (<https://diversity.google/annual-report/>).

Risks

As detailed in the s.172 Statement, it is normal for companies of this size to delegate authority for day-to-day operational decisions to management. The Company's management team makes decisions throughout the financial year on important matters relating to the Company, including principal risks and opportunities. Where necessary and appropriate, these are considered by a broader set of relevant stakeholders within the Group and also by the Board. Details of the principal risks and opportunities considered by the Board in the financial year ending 30 June 2020 are set out in the Strategic Report.

The strategic, financial, and execution risks and exposures associated with the Company and the Group's business are identified and mitigated through collaboration with leaders across the Group and by the systems, processes and controls in operation. The Company and the Group recognise that some risks cannot be eliminated; the Group's policies and decisions (including decisions of the Board), are therefore guided by principles of risk management balanced with the strategic objectives of the Group and the Company, in line with the Group's overarching guiding principles.

Employee engagement

Consultation of employees or their representatives has continued at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of the Company. Communication with all employees continues through briefing groups and the intranet website which it updates regularly with Company and industry news.

The Company is an equal opportunity workplace. We are committed to equal employment opportunity regardless of race, color, ancestry, religion, sex, national origin, sexual orientation, age, citizenship, marital status, disability, gender identity or Veteran status. Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Remuneration

The Company and the Group's remuneration strategy is made in support of the following goals:

- To attract and retain the world's best talent;
- To support the Group's culture of innovation and performance; and
- To align employee and Alphabet Inc. stockholders' interests.

Conducting equity pay analysis and recommending initiatives to close any identified pay gaps and foster fair and equitable people processes is also central to the Group's approach to remuneration - for example, in relation to gender, this includes bias avoidance training, developing and progressing talented women within Google, and increasing the number of female engineers and leaders. The Group's Gender Pay Gap Report can be found at diversity.google.com.

All material remuneration decisions which affect the Company are considered from a Company, local, and regional perspective.

Stakeholder engagement

There is active engagement with all stakeholders of the Company, including suppliers, employees, owners, the local community and environment, and other stakeholders. Please refer to Section 172(1) statement in the strategic report for further details.