

Dear [Recipient]:

This letter is in response to concerns Microsoft has raised regarding the support Google provides for Microsoft Advertising features in Google's Search Ads 360 platform ("**SA360**"), including [your] electronic mail message dated March 9 escalating the matter under the Settlement Agreement between Microsoft and Google effective April 19, 2016 ("**Settlement Agreement**"). Our teams have since discussed this issue and have reached a mutually agreeable resolution.

In consideration for the Microsoft commitments set out below, Google agrees to support the features described in Appendix 1 on the SA360 platform ("**Priority Features**"). Google will use commercially reasonable efforts to implement the Priority Features in SA360 by August 31, 2022 ("**Target Date**"), provided that Microsoft has met its commitments below.

In exchange, Microsoft agrees that (a) Google's commitment to implement the Priority Features resolves all existing Microsoft concerns regarding the level and timing of support that SA360 provides for Microsoft Advertising, including concerns raised under the dispute resolution processes of the Settlement Agreement, (b) it will not seek support for additional Microsoft Advertising features from Google prior to the Target Date, and (c) it will cooperate with Google in good faith to support the Priority Features, including by providing full support in Microsoft Advertising for the Priority Features.

Following the Target Date, Google and Microsoft agree to discuss in good faith additional Microsoft Advertising features that may be appropriate for support in SA360.

Thank you for the time you have devoted to finding a mutually agreeable resolution to these issues. If you are comfortable with the contents of this letter, please indicate your acceptance by countersigning below.

Sincerely,

[Sender]

Agreed and accepted on behalf of Microsoft

**EXHIBIT**  
**PSX00467**

## **Appendix 1: Priority Features**

1. **Auto-bidding**. SA360 will enable customers to manage the following Microsoft Advertising bid strategy settings for supported Microsoft Advertising campaigns: Enhanced CPC, Maximize Clicks, Maximize Conversions, and Target CPA.
2. **Dynamic Search Ads**. SA360 will enable customers to manage Microsoft Advertising Dynamic Search Ads and Targets, and optimize Microsoft Advertising Dynamic Search Ads.
3. **Responsive Search Ads**. SA360 will enable customers to manage Microsoft Advertising Responsive Search Ads.
4. **Local Inventory Ads**. SA360 will enable customers to manage the “Local Inventory Ad” setting on Microsoft Advertising Shopping Campaigns.
5. **Sponsored Product Ads**. SA360 will enable customers to manage the “Sponsored Product Ad” setting on Microsoft Advertising Shopping Ad Groups.
6. **Similar Audiences**. SA360 will enable customers to apply Microsoft Advertising Similar Audiences to supported Microsoft Advertising campaigns.
7. **Customer Match & Custom Combinations**. SA360 will enable customers to apply Microsoft Advertising Customer Match and Custom Combination Audiences to supported Microsoft Advertising campaigns.
8. **Extending Search Campaigns to Microsoft Audience Network**. SA360 will enable customers to manage the setting on Microsoft Advertising search campaigns to extend distribution of such ads to the Microsoft Audience Network. For clarity, this does not include management of non-search Microsoft campaigns.