

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 within 18 months of Microsoft signing this agreement by October 15, 2021 ("**Target Date**") and maintain the Priority Features thereafter consistent with Google's maintenance of comparable SA360 features for Google Search.

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 to be implemented prior to the Target Date, and (c) it will cooperate with Google in good faith to support the Priority Features, including by providing commercially reasonable support in Microsoft Advertising for the Priority Features.

With respect to features beyond the Priority Features, Google and Microsoft agree to discuss in good faith additional Microsoft Advertising features that may be appropriate for implementation in SA360 in accordance with the following process:

- Google and Microsoft agree to work in good faith to develop mutually agreeable terms for a potential integration of Microsoft Advertising auction-time bidding into SA360 bid strategies, including enabling advertisers to share Floodlight conversions with Microsoft Advertising.
- On a biannual (i.e., 2x/year) basis, Microsoft will aggregate its requests for support for features beyond the Priority Features. Each aggregate request will be comprehensive and supersede the prior one.
- Microsoft will prioritize its requested additional features based upon customer interest and demand, and it will provide Google with available information to document such customer interest and demand.
- Google will evaluate Microsoft's requests in good faith and provide a timely written response identifying for each feature whether it will be implemented, and if so an estimated timeline for implementation.

**EXHIBIT**  
**PSX00522**



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

### Appendix 1: Priority Features

1. **Microsoft Advertising Standalone 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, Target CPA, and Target ROAS, and Auction-Time Bidding. SA360 will enable advertisers to share Floodlight conversions for every campaign with Microsoft Advertising.
2. **Dynamic Search Ads**. SA360 will enable customers to manage Microsoft Advertising Dynamic Search Ads and Targets, and optimize Microsoft Advertising Dynamic Search Ads Targets.
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 sync, track, get reports on, create, edit and optimize supported Microsoft Advertising search campaigns. SA360 will also 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.

As used above, "manage" includes create, edit, and get reports on supported Microsoft Advertising campaigns.

REDACTED