

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 and maintain 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 May 31, 2024 [date] ("**Target Date**") in accordance with the timeframe described in Appendix 1 [date].

Commented [MOU1]: The Target Date is under ongoing internal review. Building the Priority Features will require Google to commit substantial resources, and Google needs clarity from MSFT on whether it is open to resolving its current SA360 complaints in exchange for such a commitment.

In exchange, Microsoft agrees that (a) ~~Google's actual implementation and good faith maintenance of commitment to implement~~ the Priority Features ~~will resolve~~ resolves all existing Microsoft concerns regarding the level and timing of support that SA360 provides for ~~the Priority Features~~ Microsoft Advertising, including concerns raised under the dispute resolution processes of the Settlement Agreement, (b) it will not seek support for additional ~~new~~ Microsoft Advertising features from Google to be implemented prior to the Target Date ~~unless SA360 starts supporting a new significant Google feature in the first 6 months after this letter in which case Microsoft may substitute support for a matching Bing features (assuming availability of a stable API) for one or more of the remaining Priority Features whose development effort is comparable, 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.

Commented [MOU2]: This is a fundamental point for us. Google needs to understand whether MSFT is open to a resolution of all SA360 support concerns it has raised by executing this agreement. Delaying resolution until final implementation or limiting resolution to the Priority Features would leave the escalation open under the Settlement Agreement, which would not provide the prompt and full resolution we are seeking in exchange for our significant resource commitment to build the Priority Features.

Commented [MOU3]: We are planning to allocate resources based on the features you have indicated are top priority. We are not able or willing to make commitments with respect to requests that have not been discussed.

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

Commented [MOU4]: We can agree to an regular review process in good faith. We are not seeking to expand the coverage of the Settlement Agreement, which remains in force.

- On a ~~quarterly~~biannual 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 limit its requests to those Bing features for which (i) SA360 already provides support for comparable Google features and (ii) Bing provides a stable, commercially available API that Google may access and use to enable SA360 customers to access or use the Bing feature. If Google does not believe that the foregoing is correct with respect to any particular request, Google will inform Microsoft in writing and the parties will meet to align their perspectives, similar to the process used to identify the Priority Features.~~

**EXHIBIT
PSX00759**

- Microsoft will prioritize its requested additional features based upon customer interest and demand, and it will provide Google with information to substantiate such customer interest and demand.
- Google will fairly evaluate Microsoft's requests in good faith and provide a timely response identifying for each feature what the timeframe whether it will be for its implemented, and if so an estimated timeline for implementation or whether Microsoft's request will not be implemented. If Microsoft is not satisfied with Google's response for Microsoft-prioritized features, Microsoft may escalate the matter under the Settlement Agreement.
- As part of its then-current standard product cycle (currently every six months), Microsoft and Google will jointly evaluate product gaps between SA360's support of Bing features and its support of comparable Google features and the corresponding additional Bing features that would be best prioritized to reduce the gap based upon customer interest and demand.

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 and Timetable

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 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~~ 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, ~~including sync/track/reporting, create/edit, and auto bidding.~~ For clarity, this does not include management of non-search Microsoft campaigns.

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

Commented [MOU5]: We've added "optimize" where applicable.

Timetable

- ~~• Features 1-3 will be implemented and commercially available in SA360 by 11/30/2020.~~
- ~~• Features 4&5 will be implemented and commercially available in SA360 by 2/28/2021.~~
- ~~• Features 6-8 will be implemented and commercially available in SA360 by 5/31/2021.~~