Android Mobile Search & Assistant Revenue Share Agreement Training

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Ex. No.
UPX0320
1:20-cv-03010-APM

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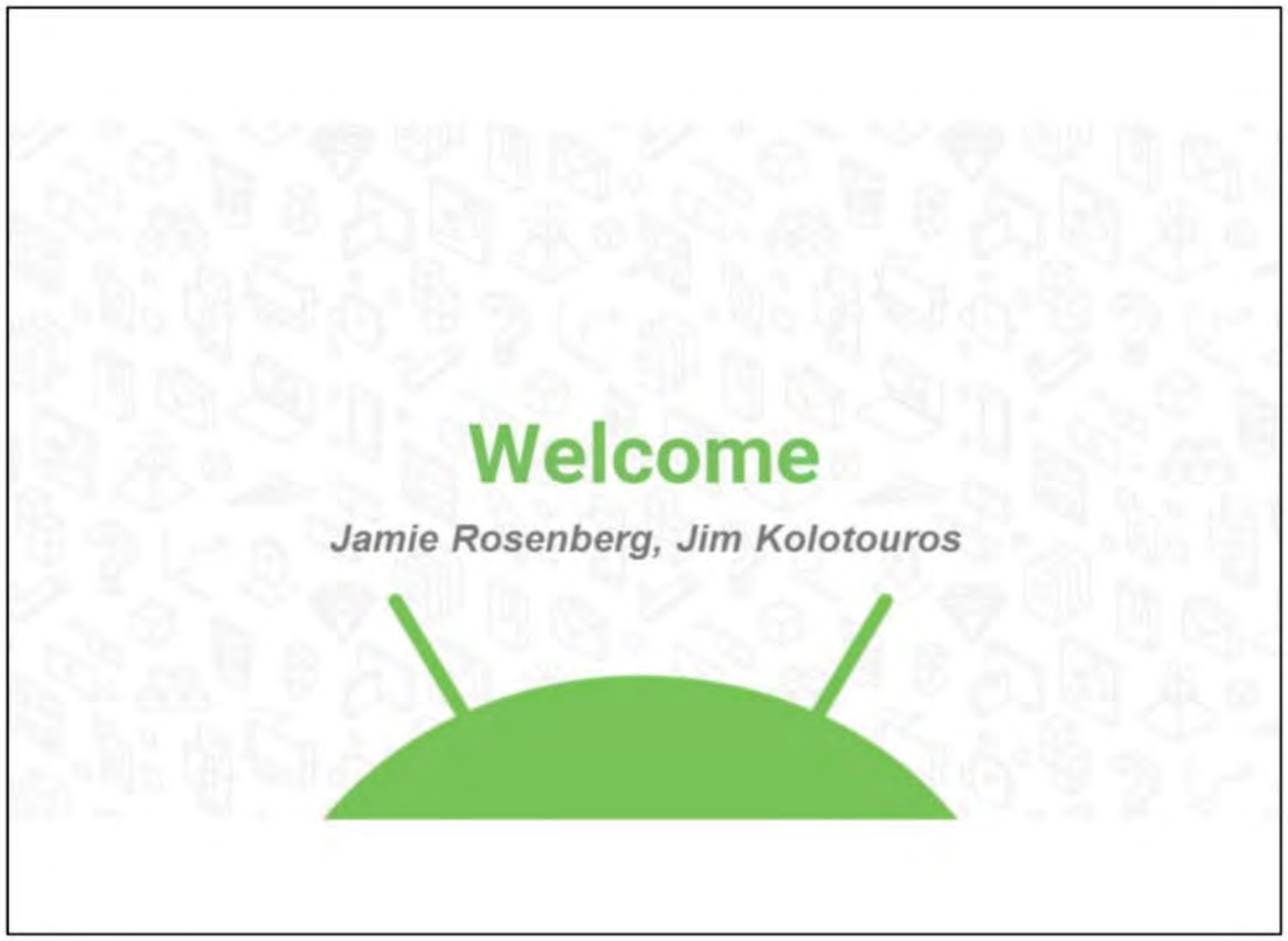

- Welcome

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Why Are We Here?

- We have secured BC approval for **new Revenue Share** terms and have the greenlight to **bring it to new partners**
- We are also **changing MADA**
- Given the deal's complexity, **we need to align on new terms, messaging, and potential pitfalls**
- We also want to **catch you up on other initiatives and products** before year end

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Everything shared in this training is
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Additionally **any written communication** regarding
Rev Share and MADA should include Legal
(include htsao@ or matthewbye@ and request guidance,
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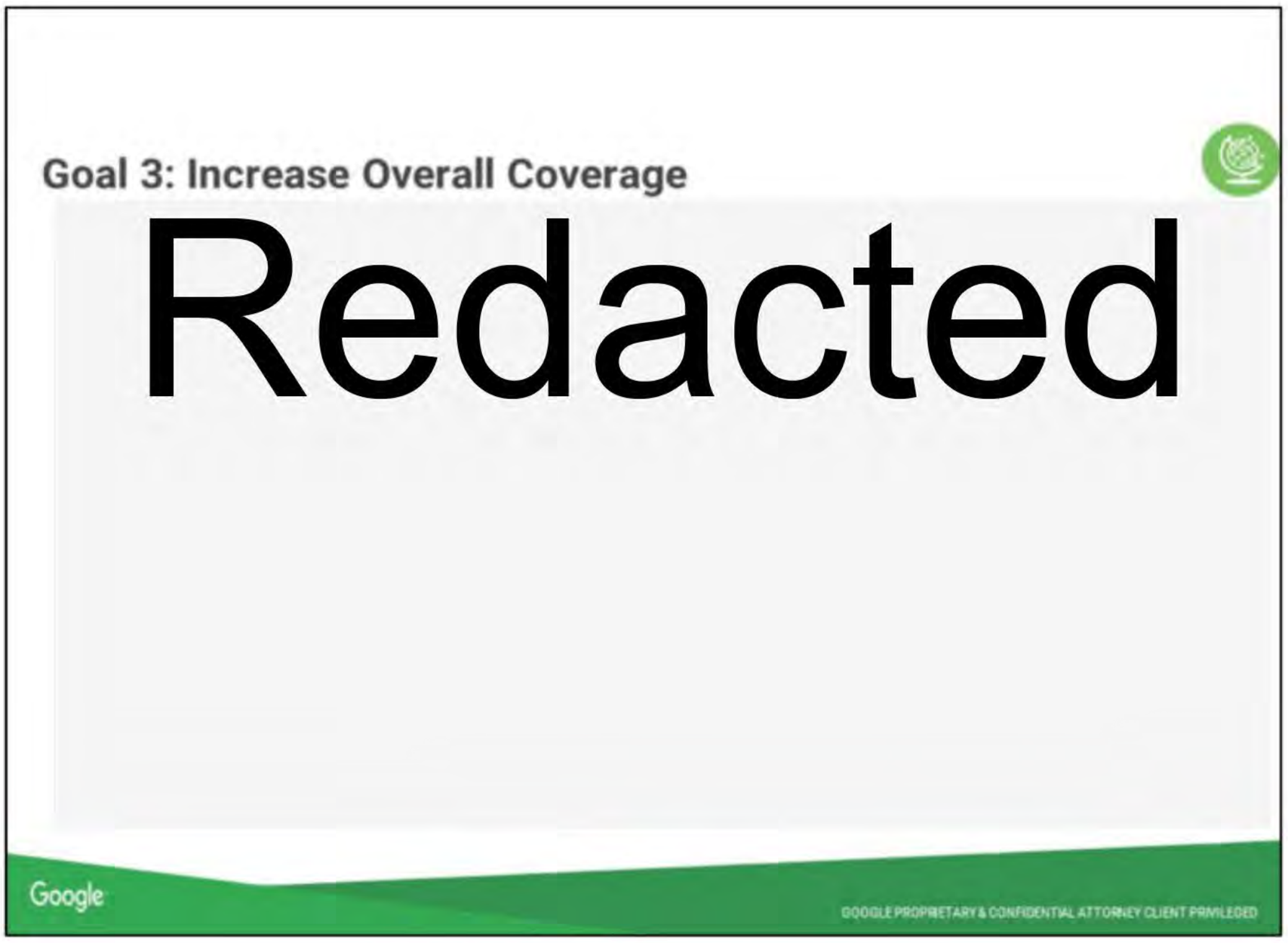
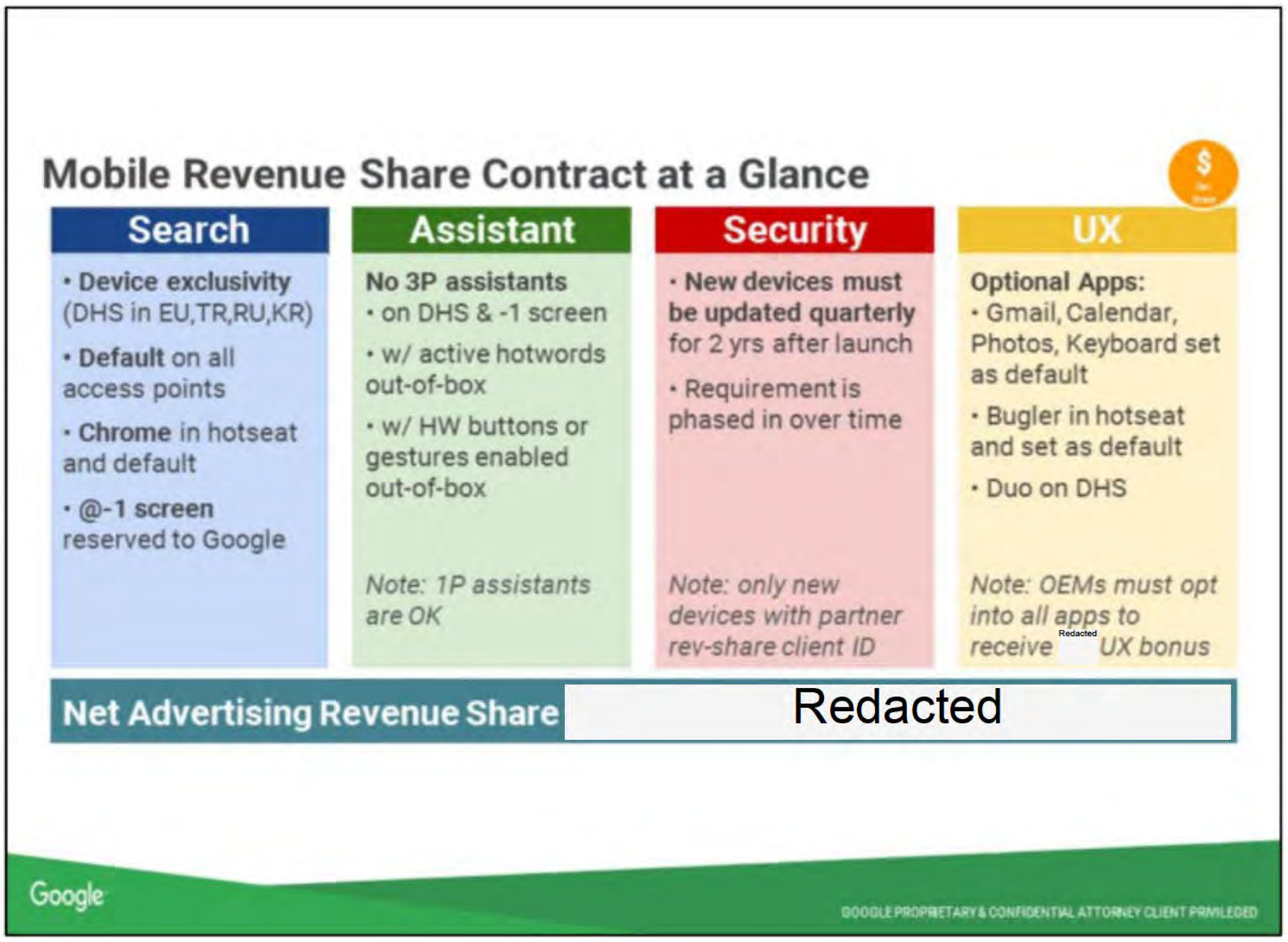
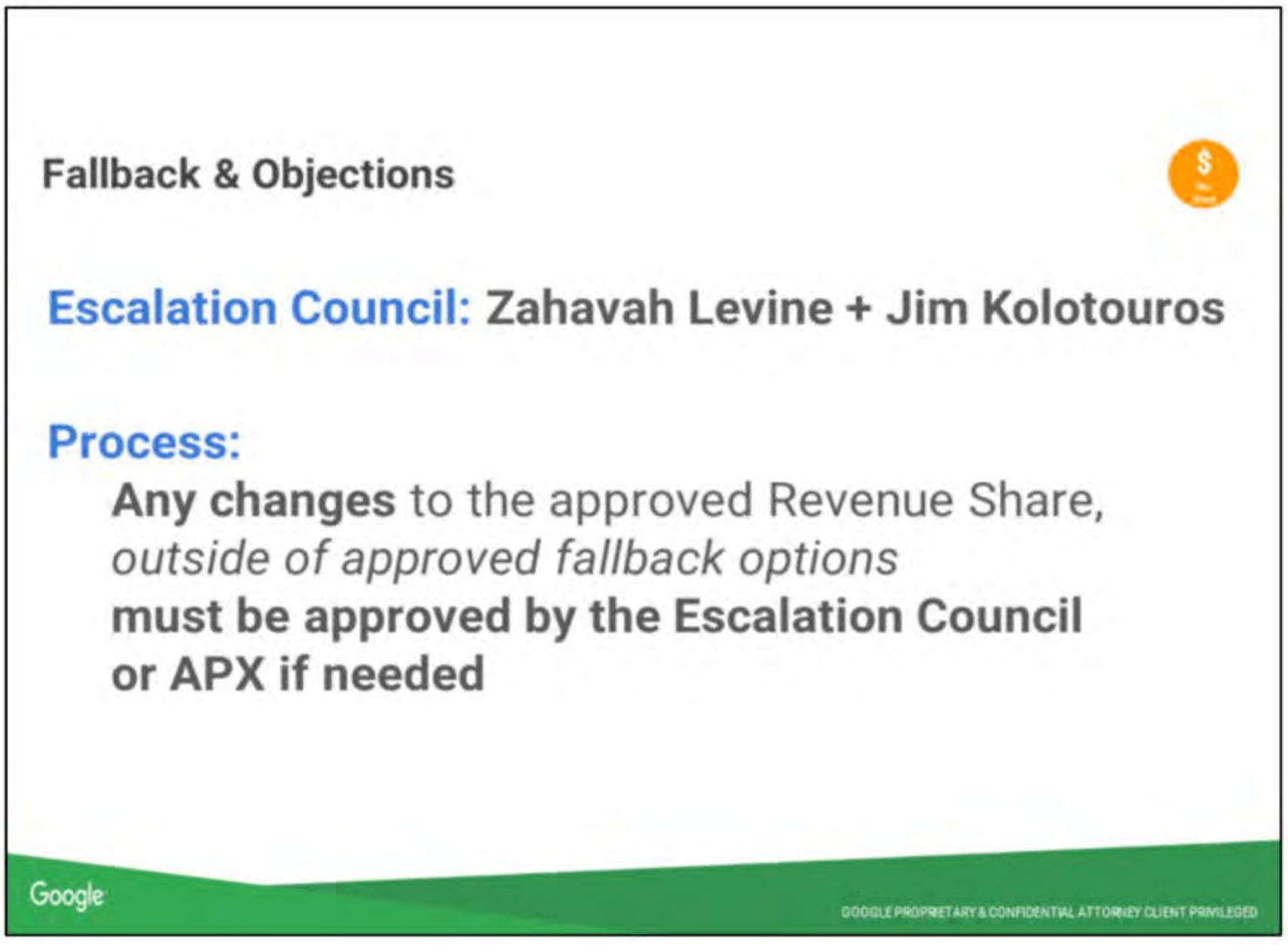


Speaker Notes: The 3rd objective of the new rev share agreement is to expand partner coverage. We want to protect more of our search revenues and users via more rev share agreements with carriers and OEMs.
We looked into where it makes sense to strike new partnerships or renew expired one to maximize coverage without creating burden on TAC and BD & TAM teams. We agreed on Redacted **partners (old and new) that could allow us to cover** Redacted **of our mobile revenues and** Redacted **of users. Details on who is on this list are on the following 2 slides.**



Speaker notes:
We are thinking about the deal along 4 pillars: Search, Assistant, Security , UX and are asking partners for commitments across these 4 dimensions. In exchange, we offer advertising revenue share from Search & Assistant. OEMs get Redacted if they accept all conditions of the UX Bonus. And carriers get Redacted not sure if we want to mention it to the whole room..)
Jim will walk you through the specifics of what we are changing and why



Approved fallback options will be reviewed in the deal terms session

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MADA and Revenue Share

We are changing both MADA and Search Rev Share

It's important you know which provisions belong to which agreement and KEEP THEM SEPARATE when communicating with partners

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MADA Contract at a Glance

Search

- **Search** app **preloaded**
- **Chrome preloaded** & set to Google
- **Search Widget** Placed **on DHS** & set to Google

Assistant

- **Long press on SW & HW** button triggers assist intent & launches Google
- **Hotword** enabled
- **Home button animation**
- **HW affordance** (fingerprint)

Security

- **Fresh patches:** new builds for any SKU w/ security patch >60d will not be approved
- **Quarterly updates** for any SKU w 100K+ activations for 3 yrs since launch *(starting in 2018)*

UX / Preload

- **11 apps GMS mandatory**: Search, Chrome, YT, Maps, Play Store, Gmail, *Duo, Photos, Drive, Play Movies, Play Music*

5 of those can be uninstalled by user

- Google Folder Placed on DHS

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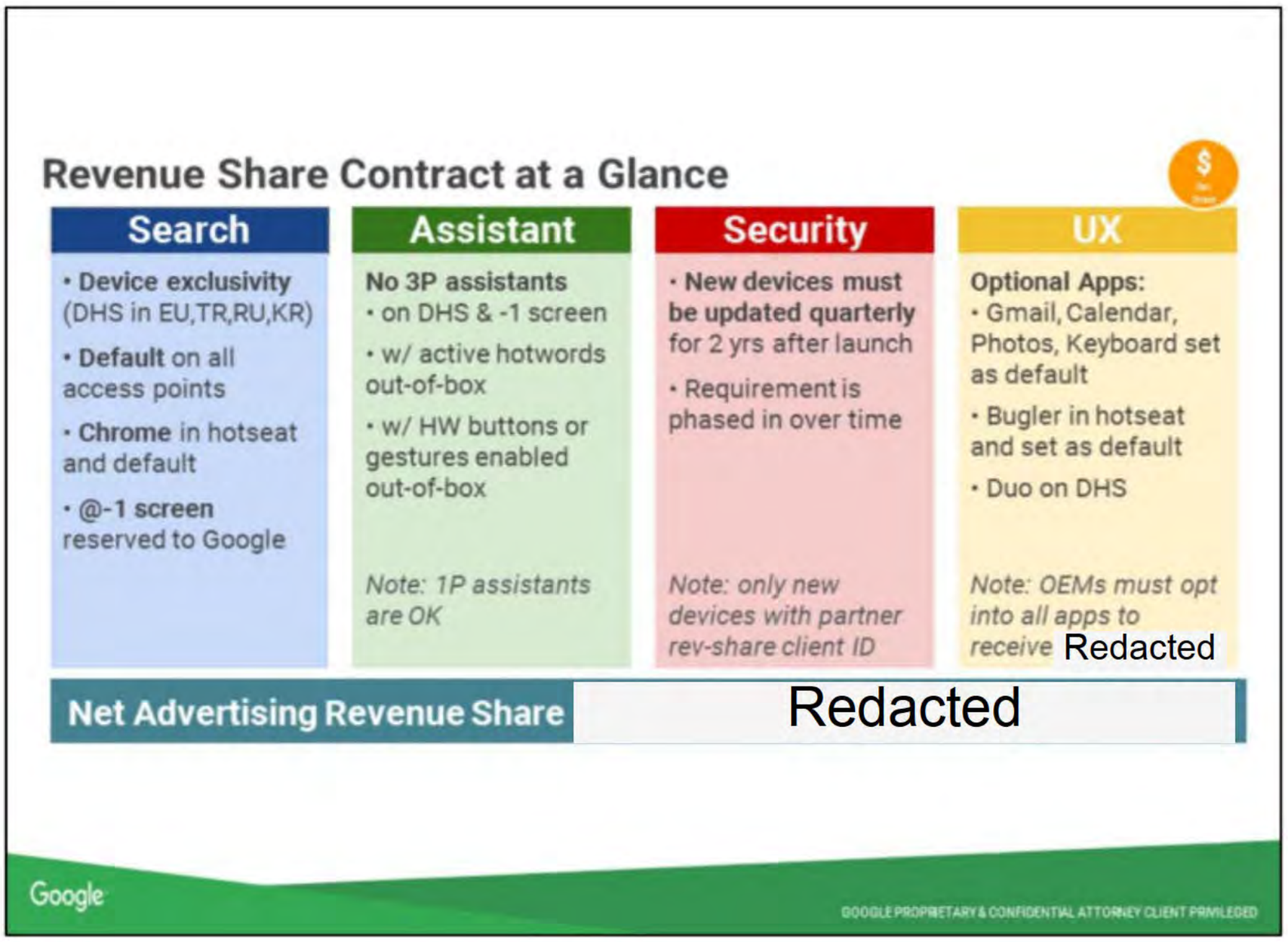

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We will now go through the specifics about what we are changing and why

What We Are Changing in our Asks (and Why)

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Search | Assistant | Security | UX

Search: What's Changing?

	Existing Terms Remain	+ New Additions
MADA	Search preloaded Chrome preloaded Search Widget Placed on DHS *Note: Chrome and Search Widget are set to Google by us and can't be changed by OEMs*	N/A
$ Rev Share	Exclusivity on Device (DHS in EU, TR, RU, KR) Default on all access points	+ Chrome in hotseat and default + @-1 screen reserved for Google

Google

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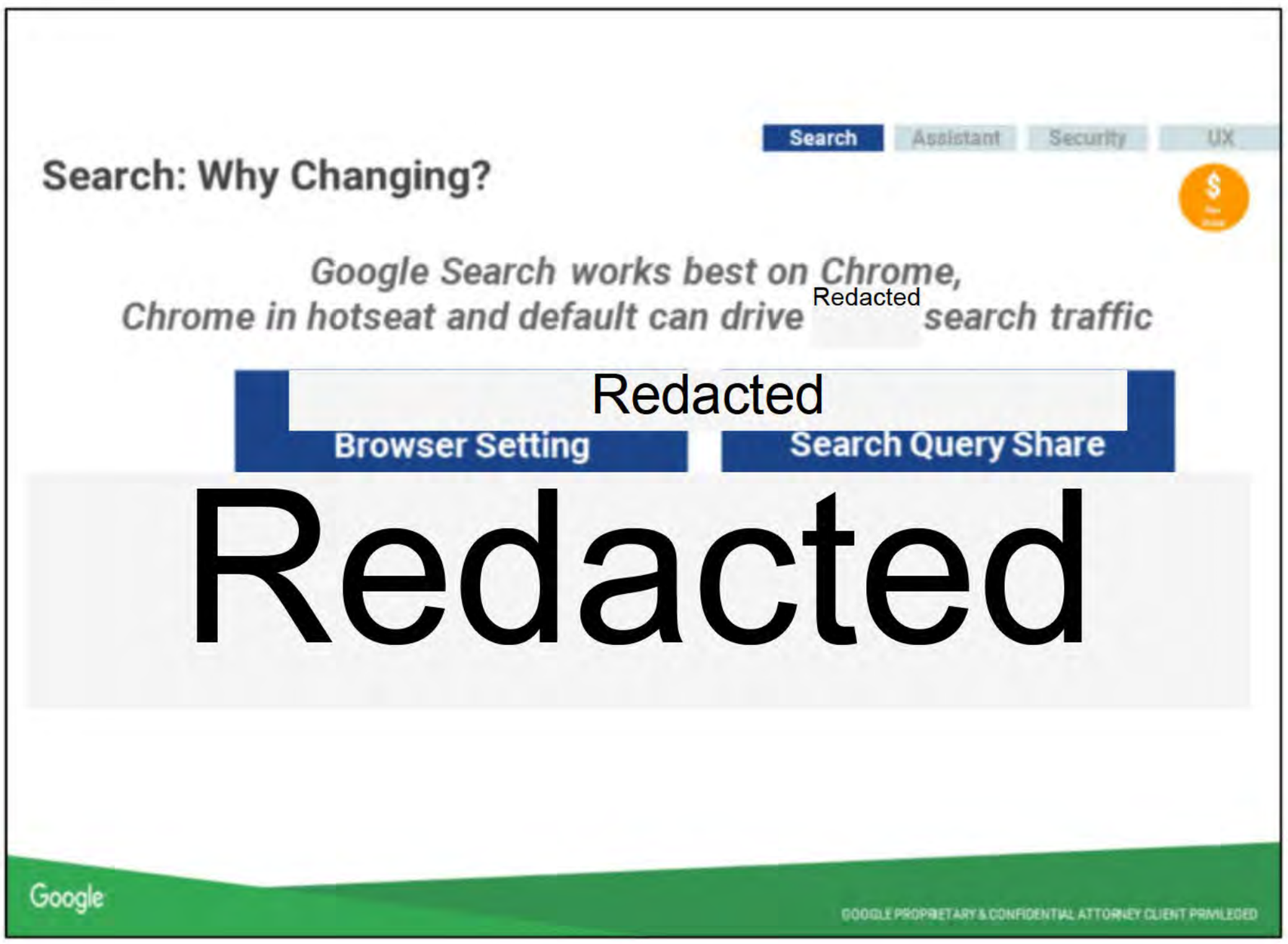

Ensuring Chrome is in the hot seat and default can Redacted the search query share

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Search | Assistant | Security | UX

Search: Default Settings

All these Access Points on the mobile device must be set to Google.com (or local Google domain)

1. Google Search widget
2. Google Chrome Browser
3. Browser frame on 3P browsers (aka Omnibox, address bar, in-frame search box)
4. Default home/start page on all 3P browsers
5. New tab page on 3P browsers
6. All search intents, requests and defaults, including "search", and "Web search" intents
7. Minus One Screen (Google Assistant or other service determined by Google is OK)
8. Preloaded Launcher(s)

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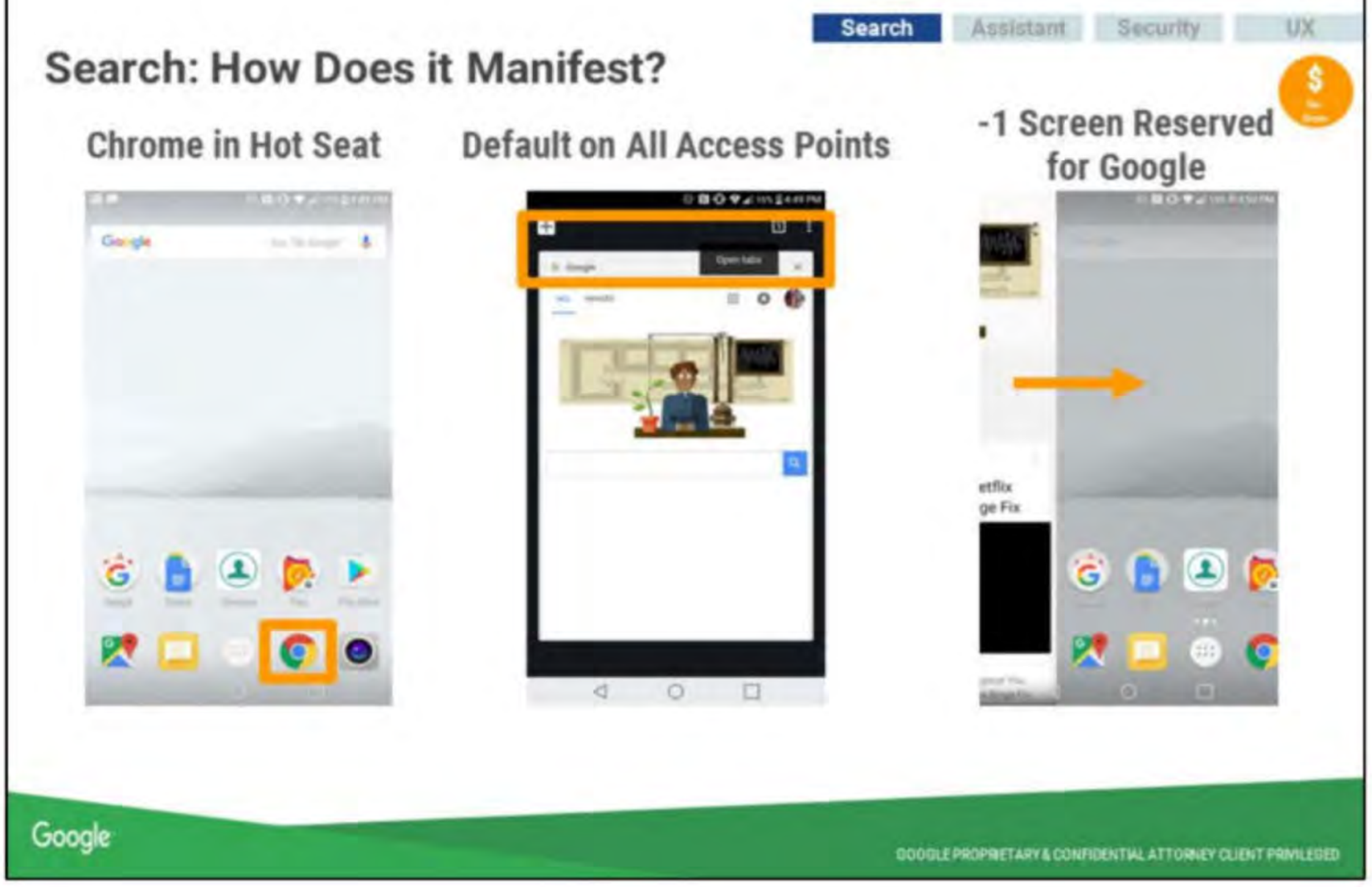

Also chrome behavior is changing - https://drive.google.com/file/d/0B9_9AwsN_7GZSTVHdWdTZWZLMm8/view

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Search | Assistant | Security | UX

UX: What's Changing?

	Existing Terms	Changes
MADA	**Google Folder** on **DHS** **11 GMS apps** preloaded *(Gmail, YT, Search, Maps, Play Store, Music, Movies, Photos, Chrome, Drive, Hangouts)*	Duo replaces Hangouts (except tablets) Of the 11 apps distributed with GMS, 5 *(Drive, Duo, Play Movies, Play Music, Photos)* can be uninstalled by user
$ Rev Share	N/A	Gmail, Calendar, Photos, Keyboard set as default; BugleR in hotseat and default; Duo on DHS **Carrier: Optional, individual apps: with NO bonus** **OEM: Optional, all-or-nothing for Redacted bonus**

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What's in MADA, What's in Rev Share?

	MADA	Rev Share
1. Chrome in hotseat and default		✓
2. Search widget on DHS	✓	
3. Assistant hotword enabled	✓	
4. No 3P assistant with active hotword Out of Box		✓
5. 1st party assistant not allowed on DHS	Not part of MADA or Rev Share	
6. New SKUs not approved if security targets not met	✓	
7. Gmail, Calendar, Photos, Keyboard set as default + Google Messenger as default and in hotseat		✓ *Bonus Tier*

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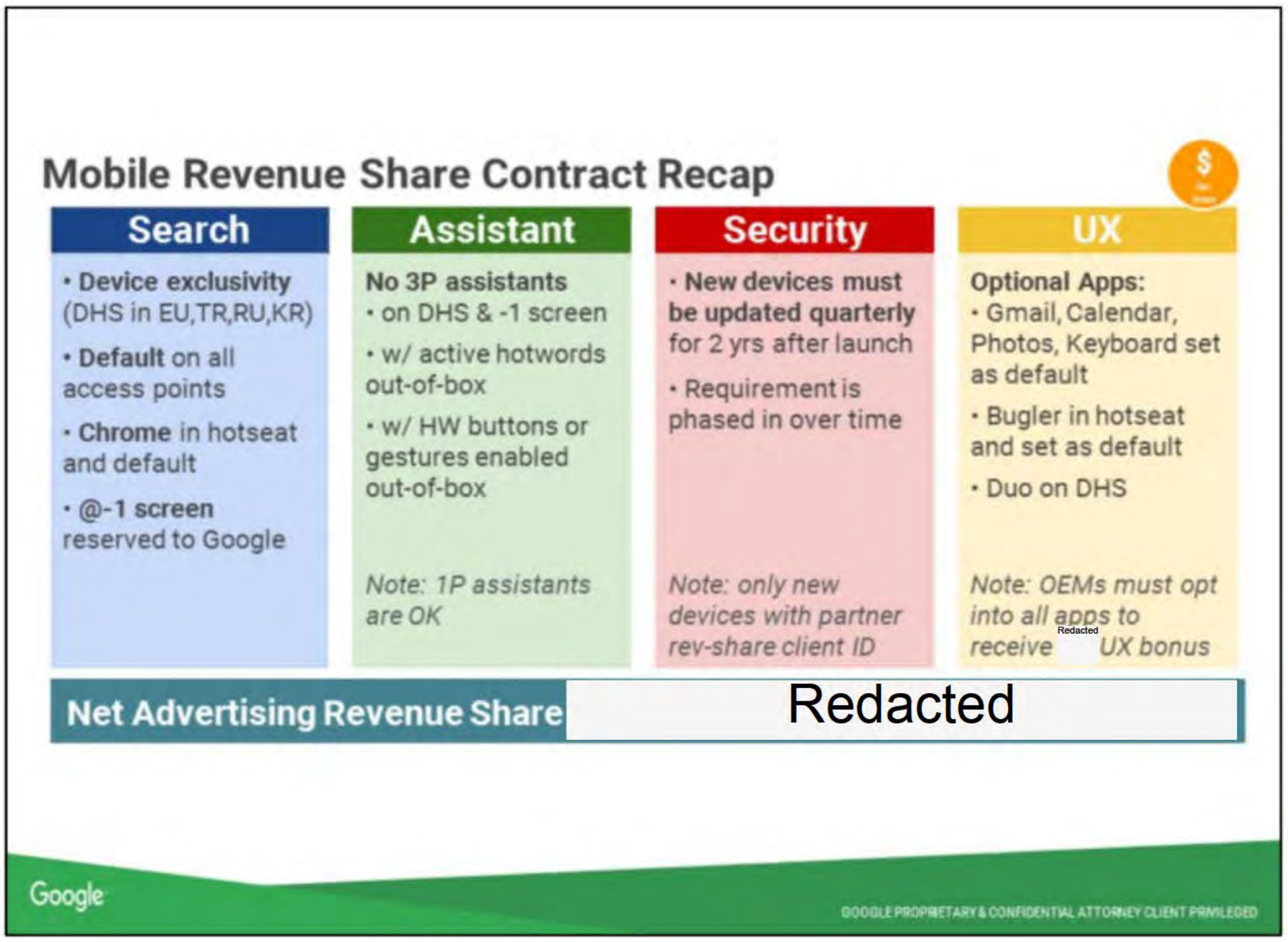

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Escalation Path: APX

When is escalating to deal review forum necessary?

Any deviation from standard requirements:	Consult slide 49 for full list of approved terms & slide 53 for fallbacks
Payment terms:	OEM: Revenue Share Redacted for full set of UX apps Carrier: Revenue Share Redacted
New partners	Outside of the approved list

How to get APX deal review forum approval:

1) Notify Compliance & Strat Ops as early as possible
2) Work with Strat Ops, Finance & Legal to finalize the non-standard proposal
3) Submit at go/getapproval (reserves time at APX, creates a summary & notifies XFN stakeholders for comments)
4) Present at APX and get formal approval

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Day 1 Closing Remarks

Jim K; Jamie

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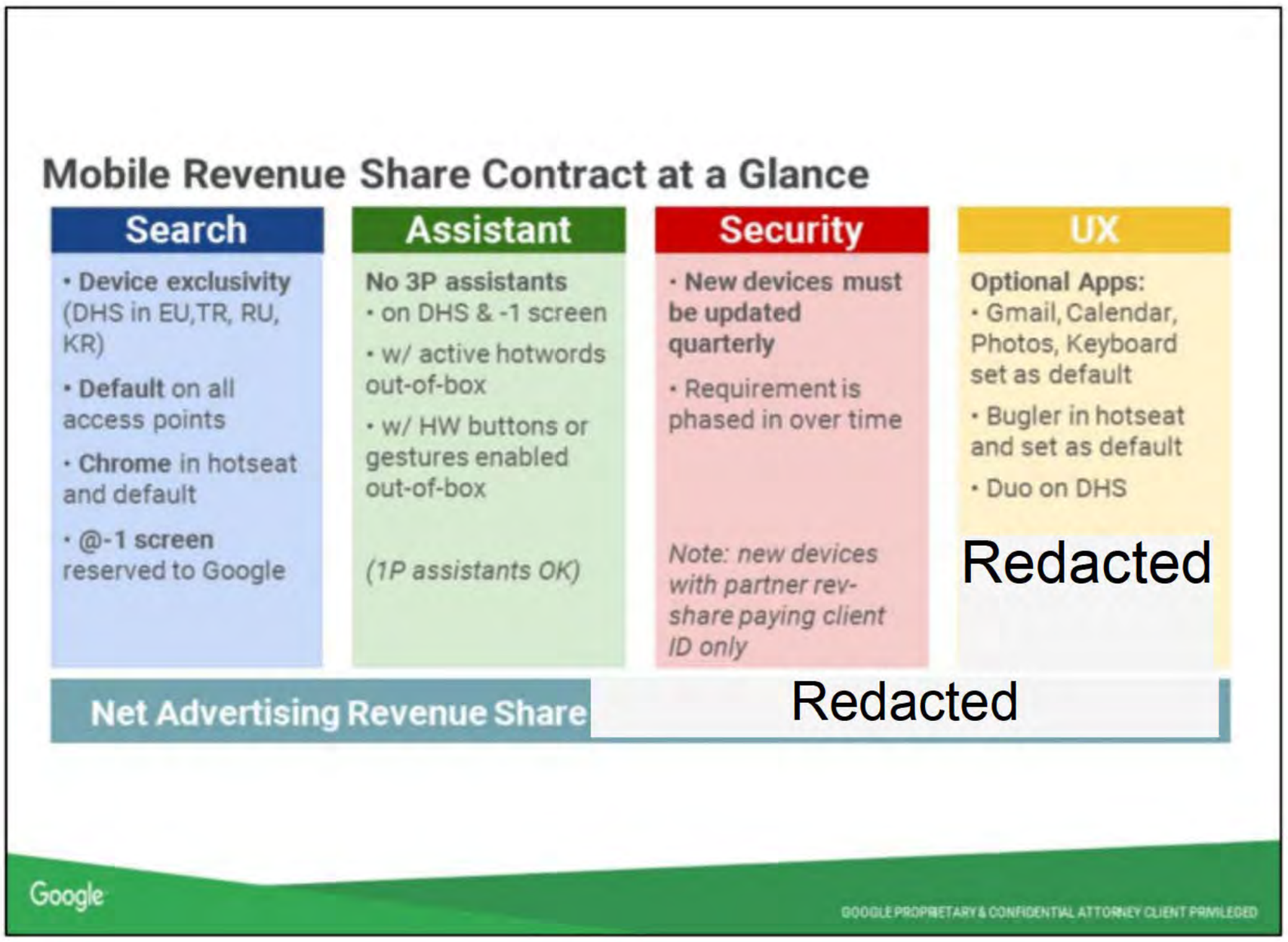

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OEM Deal Summary - 1 Pager View

Redacted of gross revenue share (determined device-by-device) for GMS-enabled devices with OEM client ID if a device satisfies Base Tier qualification conditions Redacted

BASE TIER		BONUS #1: Redacted *(with regional exceptions on all the apps)*
Securing access points & deeper engagement of engagement of Google Search & Assistant	**Updates**	
1. Search exclusivity on device (with regional exceptions, where DHS exclusivity applies) 2. Google default on all search access points 3. Minus 1 screen reserved to Google 4. Chrome: in hotseat & set as default 5. No 3P assistants on DHS and -1 screen (1P OK) 6. No 3P assistants w active hotwords out-of-box (1P OK) 7. No 3P assistants invoked by HW buttons/gestures out-of-box (1P OK)	Quarterly Security updates (for 2yrs)	1. Google Now @-1 Screen *(#1 priority)* 2. All below set as default: a. Keyboard b. Gmail c. Calendar d. Photos 3. Duo on DHS 4. Bugler in hotseat & default

OEM flagships shall comply with Base Tier Requirements. [In EC, TR and SK, OEM may elect on a device-by-device basis whether devices comply. If OEM makes this election for a device, DHS exclusivity shall apply]

OEM's non-GMS devices (with OEM client ID) can qualify for base search revenue share Redacted if the search & assistant and updates obligations are met

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