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8 *Attorneys for Defendants Larry Page, Sergey Brin,*
John L. Hennessy, L. John Doerr, K. Ram Shriram,
9 *Ann Mather, Alan R. Mulally, Roger W. Ferguson, Jr.,*
Robin L. Washington, Frances H. Arnold, Sundar Pichai,
10 *and Eric Schmidt and Nominal Defendant Alphabet, Inc.*

11 UNITED STATES DISTRICT COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN FRANCISCO DIVISION
14

15 IN RE ALPHABET, INC., SHAREHOLDER
16 DERIVATIVE LITIGATION

Case No.: 3:21-cv-09388-RFL

**DEFENDANTS' RESPONSE TO CO-LEAD
PLAINTIFFS' MOTION FOR FINAL
APPROVAL OF SETTLEMENT**

1 Nominal Defendant Alphabet, Inc. (“Alphabet”), and Individual Defendants Larry Page,
2 Sergey Brin, John L. Hennessy, L. John Doerr, K. Ram Shriram, Ann Mather, Alan R. Mulally, Roger
3 W. Ferguson, Jr., Robin L. Washington, Frances H. Arnold, Sundar Pichai, and Eric E. Schmidt
4 (together, “Individual Defendants”; collectively with Alphabet, “Defendants”) respectfully submit
5 this memorandum in response to Co-Lead Plaintiffs’ Motion for Final Approval of Settlement, filed
6 on August 15, 2025. ECF No. 106.

7 Without adopting Co-Lead Plaintiffs’ characterization of the underlying facts, legal
8 conclusions, or of developments during the course of the litigation, Defendants support the entry of a
9 final order approving the settlement, along with entry of the proposed Order and Final Judgment.
10 Since the Court entered its Preliminary Approval Order on July 8, 2025, nothing has changed in
11 Defendants’ view to warrant rejecting this resolution. ECF No. 101.

12 With respect to Co-Lead Plaintiffs’ proposed fee award, ECF No. 107, Defendants take no
13 position.

14 Respectfully submitted,

15 Dated: August 25, 2025

FRESHFIELDS US LLP

17 By: /s/ Boris Feldman
18 Boris Feldman

19 *Attorneys for Defendants*