

ANTICIPATED ACQUISITION BY NVIDIA CORPORATION OF ARM LTD
REFERENCE MADE UNDER SECTION 45(4) OF THE ENTERPRISE ACT 2002

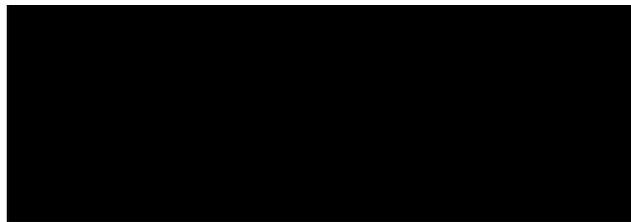
TERMS OF REFERENCE

On 19 April 2021, the Secretary of State for Digital, Culture, Media and Sport (“the Secretary of State”) issued a public interest intervention notice under section 42 of the Enterprise Act 2002 (“the Act”) in relation to a relevant merger situation, and has received a report of the Competition and Markets Authority (“CMA”) under section 44 of the Act in relation to the matter.

Whereas the Secretary of State believes that, as a result of the proposed acquisition by the NVIDIA Corporation (a corporation incorporated under the laws of Delaware with commission file number 0-23985) of all of the allotted and issued ordinary shares of Arm Ltd¹ (a company incorporated and registered in England and Wales with the company number 02557590), it is or may be the case that:

- (a) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation as defined in section 23 of the Act, in that:
 - (i) two or more enterprises will cease to be distinct;
 - (ii) in the course of the enterprises ceasing to be distinct, a person or group of persons will bring a relevant enterprise (as defined in section 23A of the Act) under their ownership or control; and
 - (iii) the value of the turnover in the United Kingdom of the enterprise being taken over exceeds £1 million;
- (b) the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services;
- (c) the interests of national security, being a public interest consideration specified in section 58(1) of the Act, are relevant to a consideration of that situation;
- (d) taking account only of the substantial lessening of competition and the relevant public interest consideration concerned, the creation of the relevant merger situation may be expected to operate against the public interest.

The Secretary of State, in exercise of her powers under section 45(4) of the Act, hereby makes a reference to the chair of the CMA for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report on the questions it is required to answer by virtue of section 47 of the Act within the period set down in section 51 of the Act.



Director of International

An official of the Department for Digital, Culture, Media and Sport

16 November 2021

¹ The proposed acquisition concerns the Intellectual Property Group of Arm Ltd. The IoT Services Group of Arm Ltd will be carved out before closing.